

MARVEL
COMICS

\$2.25 US
\$2.85 CAN
388
APR
UK £1.70

APPROVED
BY THE
COMICS
CODE
AUTHORITY

SPECIAL DOUBLE-SIZED ISSUE!

the AMAZING SPIDER-MAN

LIFETHEFT

THE FINAL CHAPTER



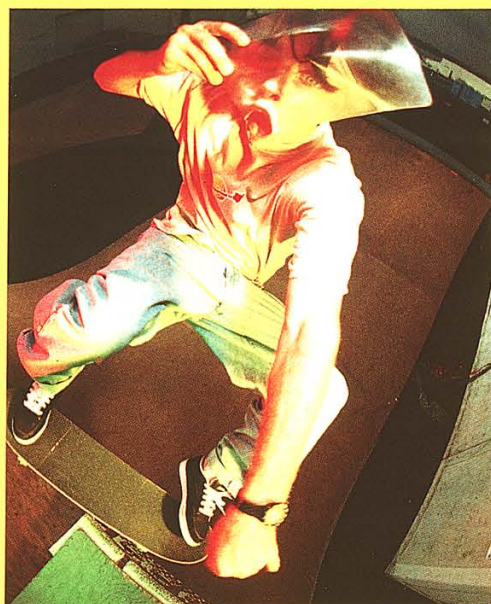
TRIUMPH...AND TRAGEDY!

DIRECT EDITION



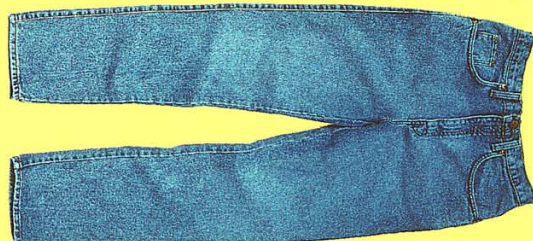
38811

7 139606 02457 3



Steve Berba
Skateboard Champion

Jeans →
X-AM™



X-AM is a trademark of Sun Apparel Inc. ©1993

TM & © 2004 MARVEL

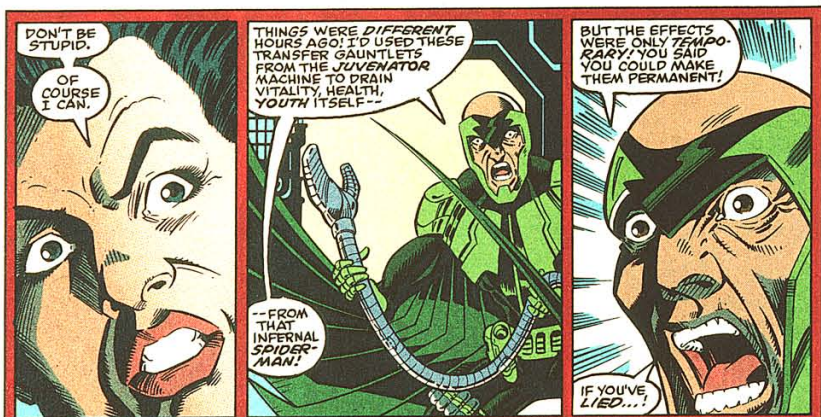
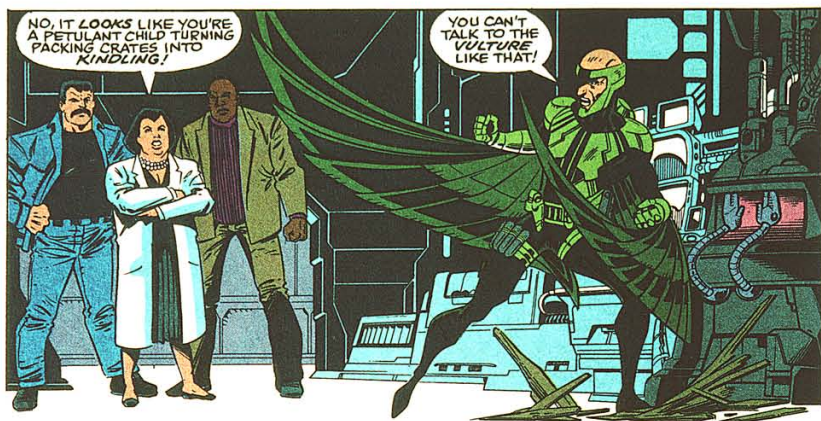
BITTEN BY A RADIOACTIVE SPIDER, STUDENT PETER PARKER GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

Stan Lee
PRESENTS: **THE AMAZING SPIDER-MAN®**



THE AMAZING SPIDER-MAN® Vol. 1, No. 388, April, 1994, (ISSN #0274-5232) Published by MARVEL COMICS, Terry Stewart, President, Stan Lee, Publisher, Michael Hobson, Group Vice President, Publishing, OFFICE OF PUBLICATION: 387 PARK AVENUE SOUTH, NEW YORK, N.Y. 10016. SECOND CLASS POSTAGE PAID AT NEW YORK, NY AND AT ADDITIONAL MAILING OFFICES. Published monthly Copyright © 1994 Marvel Entertainment Group, Inc. All rights reserved. Price \$2.25 per copy in the U.S. and \$2.85 in Canada. Subscription rate for 12 issues: \$15.00 U.S.; Canadian subscribers must add \$10.00 for postage and GST GST #R127032852. Foreign: \$27.00. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. This periodical may not be sold except by authorized dealers and is sold subject to the condition that it shall not be sold or distributed with any part of its cover or markings removed, nor in a mutilated condition. THE AMAZING SPIDER-MAN (including all prominent characters featured in the issue and the distinctive likenesses thereof) is a trademark of MARVEL ENTERTAINMENT GROUP, INC. POSTMASTER: SEND ADDRESS CHANGES TO THE AMAZING SPIDER-MAN, c/o MARVEL DIRECT MARKETING CORP. SUBSCRIPTION DEPT. P.O. BOX 1979 DANBURY, CT. 06813-1979. TELEPHONE # (203) 743-5331. Printed in the U.S.A.

TM & © 2004 MARVEL



MANHATTAN

I'M SORRY, MARY JANE--

--BUT I TOLD MOM AND DAD THAT I'M SPIDER-MAN!

I WANTED TO TALK IT OVER WITH YOU FIRST, BUT I WAS ABOUT 70 YEARS OLD AT THE TIME, AND YOU'D JUST BEEN SAOTAT!*

I FIGURED THE COMBINED STRESS MIGHT BE TOO MUCH, I HOPE... WELL...? ARE YOU OKAY WITH THIS?

I GUESS WE ARE MARRIED, AND THAT MEANS SHARING.

BUT IT ALSO MEANS *LINGER-STANDING*.

AND TO QUOTE OUR MARRIAGE VOWS, PETER: "I DO!"

THANKS, HON. I'D BE LOST WITHOUT YOU!

BUT I'D BETTER GO CHECK ON AUNT MAY.

*SEE WHAT HAPPENS IF YOU MISS AN ISSUE! --DANNY

I HOPE IT'S NOT ALZHEIMER'S DISEASE, BUT SHE'S SO FIXATED ON MOM AND DAD BEING SPACE ALIENS OR SOMETHING! I WANT HER TO TAKE SOME TESTS, TO FIND OUT IF THERE'S ANYTHING PHYSICALLY WRONG.

BOY, DID I PICK A TOUGH TIME TO GIVE UP SMOKING!

WHERE'D I LEAVE THAT "JUICYFRUIT"??

4

NEW JERSEY...

AS I TOLD YOU BEFORE, ADRIAN--

--I'VE WORKED ON SYNTHESIZING LIFE ENERGY FOR SOME TIME NOW, BECAUSE OF THAT--

"--I'VE KEPT TABS, DISGUISED AS A JANITOR, ON DR. BENITA SANCHEZ. I THOUGHT HER FINDINGS IN LIFE FORCE STUDIES MIGHT AUGMENT MY OWN."

WHEN I WITNESSED YOU COMMANDERING HER JUVENATOR DEVICE, I THOUGHT YOU MIGHT MAKE A GOOD ALLY--

--FOR WHEN I BECOME THE REIGNING CRIME LORD OF NEW YORK!

AND WHY SHOULD I HELP YOU?

BECAUSE I CAN GIVE YOU WHAT YOU WANT: YOUTH AND HEALTH!

...FOR ABOUT THREE HOURS! AND LOSING IT AGAIN IS TORTURE! IS THAT WHAT YOU OFFER?

ARE YOU REALLY THAT DENSE? CONSIDER:

--ARTIFICIAL LIFE?

I HAD THAT...

JUVENATOR TECHNOLOGY IS AN ARTIFICIAL PROCESS! SO MIGHT IT NOT WORK MORE EFFICIENTLY BY DRAINING--

5



In 1876 **Alexander Graham Bell** created the telephone.



In 1879 **Thomas Edison** created the lightbulb.



In 1895 **Sigmund Freud** created Modern Psychiatry.



In 1994 **Gary and Wyatt** created a woman who would do anything they wanted.

Who do you think was smarter?

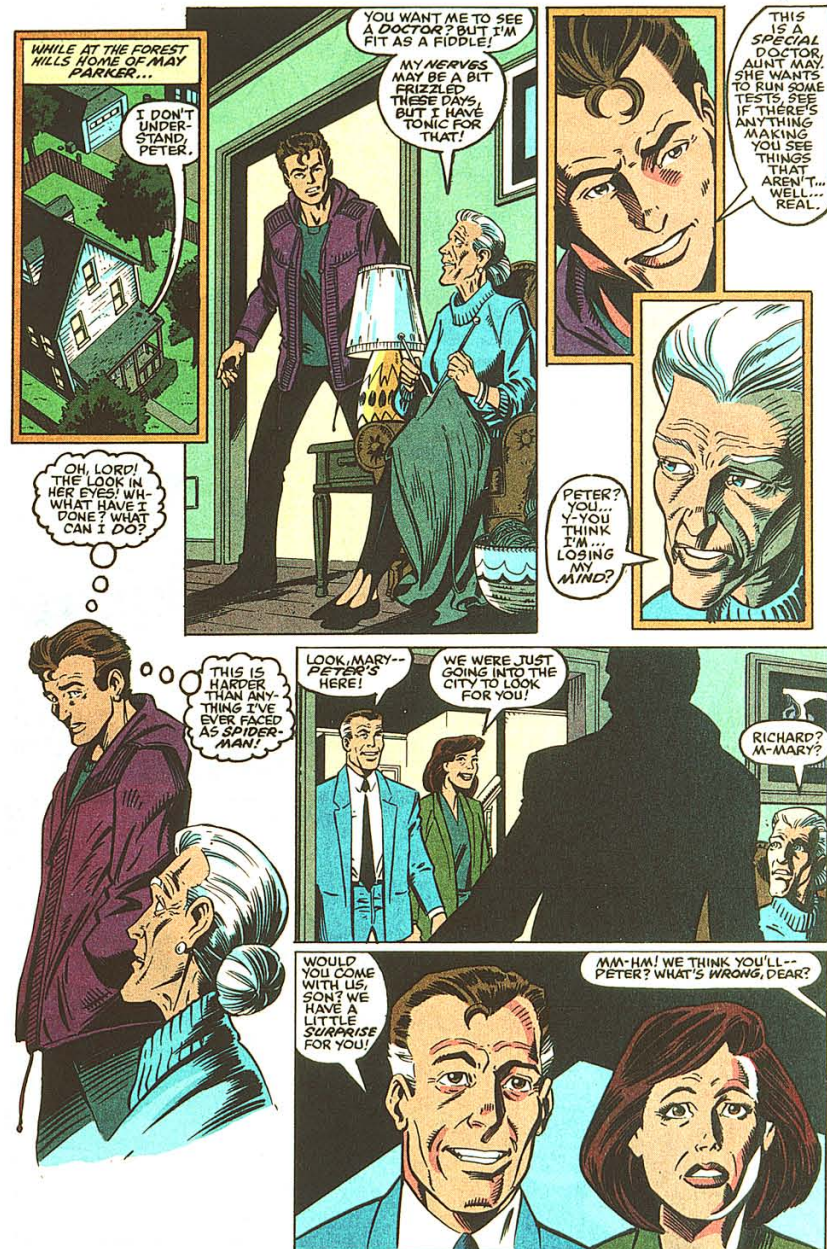
WEIRD SCIENCE

They **DON'T** teach it in school.

**SATURDAYS 10PM/9 CENTRAL
PREMIERES MARCH 5th**

Weird Science TM MCA Television Ltd.

**USA
NETWORK**





COLLECT THE ULTIMATE CARD. YOURS.



INTRODUCING NEW COLLECTOR'S CHOICE CARDS AND OUR YOU CRASH THE CARD SWEEPSTAKES.*

We don't know what's more exciting: our new Collector's Choice cards or the Grand Prize in our You Crash the Card Sweepstakes and appearing with Ken Griffey Jr. on his '95 baseball card. (Offered in our 1994 Collector's Choice Series I.) Either way, check out our new Collector's Choice cards. This 320-card set features stunning action photography and graphics. And each time you collect a pack you stand a chance of winning any one of over a million prizes. Including our first prize where you're the Honorary Team Manager of the Upper Deck® Heroes of Baseball® Game at the '94 All-Star game. Or our second prizes of two \$10,000 savings bonds. Or our third prizes of our Gold and Silver Signature sets. So look for details wherever Upper Deck cards are sold. After all, if you could have one card in your collection, wouldn't it be yours?

*No purchase necessary. Game open to U.S. and Canadian residents. Void in Florida and Quebec. For a chance to win a free game card, mail a 3" x 5" card printed with complete name, address and phone number to: "You Crash the Card" P.O. Box 3070, St. Louis, MO 63104. One chance per envelope. Multiple envelopes will be mailed. Odds of winning Grand Prize: 1 in 320,000. Odds of winning a game card are 1 in 10. See full Official Rules for details. For a copy, send self-addressed, stamped envelope to: "You Crash the Card" Official Rules, P.O. Box 3070, St. Louis, MO 63104. Each line contains a random assortment of Collector's Choice Series I cards numbered 1-320. Randomly inserted in these specially marked packs are the Silver and Gold Full Star cards. The "Silver Star" card is inserted into every pack and the "Gold Star" card is inserted into every 10th pack. All Star and Full Star cards are the property of UDC Properties, Inc. and are registered trademarks of UDC Properties, Inc. © 1994 UDC Properties, Inc. Upper Deck and the card logo are trademarks of The Upper Deck Company. © 1994 The Upper Deck Company. All Rights Reserved. Printed in the U.S.A. The Upper Deck Company, 5009 San Diego Place, Carlsbad, CA 92008. Note: The "Signature" logo and the card logo are trademarks of The Upper Deck Company.



THIS COMPLICATES MATTERS. OUR PRIMARY PROGRAMMING WAS COMPLETELY SUBSTITUTED UNTIL TRIGGERED BY ACQUISITION OF DATA ON SPIDER-MAN'S TRUE IDENTITY--



--BUT ONCE ACTIVATED, IT DICATED THAT WE BRING SPIDER-MAN TO THE MASTER WITHOUT AROUSING SUSPICIONS OF BYSTANDERS, LIKE MAY PARKER!

IF UNABLE TO ACCOMPLISH THAT WITHIN 2-4 HOURS, WE'RE TO TAKE THE RAW DATA TO THE MASTER INSTEAD!



BUT PETER PARKER SEEMS LIKE SUCH A POSITIVE HUMAN. ARE YOU SURE WE'RE DOING THE RIGHT THING?

WHAT? I KNOW WE WERE DESIGNED TO SIMULATE EMOTIONS, BUT ISN'T THAT CARRYING THINGS A BIT FAR? WHAT'S RIGHT OR WRONG, WHAT'S GOOD OR BAD HAS NO MEANING WHATSOEVER!

WE DO WHAT WE'RE TOLD.



1140 ADELINE STREET, TRENTON, NJ 08610

68, 72-85, \$1 Annual; 2, 4, \$2.50

Quarterly 1, \$4; 2, \$3.48; 4, \$2.50

Specialties 1, \$1; Special 1, \$2

LEGIONS OF THE DAMNED

10-20 \$7, 1 \$5; 50 \$4; 2-15 \$21-40

11-20 \$4; 1-4 \$4.50; 5 \$7.50; 11-40

\$4.125

MAVEL UNIVERSE (Diverse)

1, \$3.34; 2-10 \$2.10; 1 \$1.50

HAMMER, THE SUB-MARINER

25 \$2.50; 1 \$2.28; 5 \$2.29; 3 \$4

3-4 \$2.50; 3-37 \$2.75; 38-47

Annuals 1, \$2.50; 2, \$2.50; 3, \$2.50

NEW WARRIORS

1, \$1.10; 2 \$1.50; 3 \$1.50; 4 \$1.50

10 \$1.14; 14 \$1.17; 18 \$2.00; 25 \$2

21-24 \$1.50; 26-40 \$2.75; Annuals 1,

\$3.83; 2 \$2

OMEGA MEN

10 \$1.10; 14 \$1.17; 18 \$2.00; 25 \$2

21-24 \$1.50; 26-40 \$2.75; Annuals 1,

\$3.83; 2 \$2

PUNISHER

1, \$1.10; 2 \$1.50; 3 \$1.50; 4 \$1.50

10 \$1.14; 14 \$1.17; 18 \$2.00; 25 \$2

21-24 \$1.50; 26-40 \$2.75; Annuals 1,

\$3.83; 2 \$2

SPIDER-MAN

1, \$1.10; 2 \$1.50; 3 \$1.50; 4 \$1.50

10 \$1.14; 14 \$1.17; 18 \$2.00; 25 \$2

21-24 \$1.50; 26-40 \$2.75; Annuals 1,

\$3.83; 2 \$2

SHADOW OF THE BAT

1, \$1.10; 2 \$1.50; 3 \$1.50; 4 \$1.50

10 \$1.14; 14 \$1.17; 18 \$2.00; 25 \$2

21-24 \$1.50; 26-40 \$2.75; Annuals 1,

\$3.83; 2 \$2

SHADOW OF THE BAT

1, \$1.10; 2 \$1.50; 3 \$1.50; 4 \$1.50

10 \$1.14; 14 \$1.17; 18 \$2.00; 25 \$2

21-24 \$1.50; 26-40 \$2.75; Annuals 1,

\$3.83; 2 \$2

SHADOW OF THE BAT

1, \$1.10; 2 \$1.50; 3 \$1.50; 4 \$1.50

10 \$1.14; 14 \$1.17; 18 \$2.00; 25 \$2

21-24 \$1.50; 26-40 \$2.75; Annuals 1,

\$3.83; 2 \$2

SHADOW OF THE BAT

1, \$1.10; 2 \$1.50; 3 \$1.50; 4 \$1.50

10 \$1.14; 14 \$1.17; 18 \$2.00; 25 \$2

21-24 \$1.50; 26-40 \$2.75; Annuals 1,

\$3.83; 2 \$2

SHADOW OF THE BAT

1, \$1.10; 2 \$1.50; 3 \$1.50; 4 \$1.50

10 \$1.14; 14 \$1.17; 18 \$2.00; 25 \$2

21-24 \$1.50; 26-40 \$2.75; Annuals 1,

\$3.83; 2 \$2

SHADOW OF THE BAT

1, \$1.10; 2 \$1.50; 3 \$1.50; 4 \$1.50

10 \$1.14; 14 \$1.17; 18 \$2.00; 25 \$2

21-24 \$1.50; 26-40 \$2.75; Annuals 1,

\$3.83; 2 \$2

SHADOW OF THE BAT

1, \$1.10; 2 \$1.50; 3 \$1.50; 4 \$1.50

10 \$1.14; 14 \$1.17; 18 \$2.00; 25 \$2

21-24 \$1.50; 26-40 \$2.75; Annuals 1,

\$3.83; 2 \$2

SHADOW OF THE BAT

1, \$1.10; 2 \$1.50; 3 \$1.50; 4 \$1.50

10 \$1.14; 14 \$1.17; 18 \$2.00; 25 \$2

21-24 \$1.50; 26-40 \$2.75; Annuals 1,

\$3.83; 2 \$2

SHADOW OF THE BAT

1, \$1.10; 2 \$1.50; 3 \$1.50; 4 \$1.50

10 \$1.14; 14 \$1.17; 18 \$2.00; 25 \$2

21-24 \$1.50; 26-40 \$2.75; Annuals 1,

\$3.83; 2 \$2

SHADOW OF THE BAT

1, \$1.10; 2 \$1.50; 3 \$1.50; 4 \$1.50

10 \$1.14; 14 \$1.17; 18 \$2.00; 25 \$2

21-24 \$1.50; 26-40 \$2.75; Annuals 1,

\$3.83; 2 \$2

SHADOW OF THE BAT

1, \$1.10; 2 \$1.50; 3 \$1.50; 4 \$1.50

10 \$1.14; 14 \$1.17; 18 \$2.00; 25 \$2

21-24 \$1.50; 26-40 \$2.75; Annuals 1,

\$3.83; 2 \$2

ALL COMICS MINT/NM

Deathlok 2, \$2.50; 3 \$2.50; 4 \$2.50

Doctor Strange 69, 70, 74, 76

Elektra 2, 3, 7, 10

Elektra 1, 2, 7, 9-13, 17, 18

G.I. Joe 2, 6, 26, 27, 28, 29, 30

Jonny Quest 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100, 101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 112, 113, 114, 115, 116, 117, 118, 119, 120, 121, 122, 123, 124, 125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136, 137, 138, 139, 140, 141, 142, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 157, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 168, 169, 170, 171, 172, 173, 174, 175, 176, 177, 178, 179, 180, 181, 182, 183, 184, 185, 186, 187, 188, 189, 190, 191, 192, 193, 194, 195, 196, 197, 198, 199, 200, 201, 202, 203, 204, 205, 206, 207, 208, 209, 210, 211, 212, 213, 214, 215, 216, 217, 218, 219, 220, 221, 222, 223, 224, 225, 226, 227, 228, 229, 230, 231, 232, 233, 234, 235, 236, 237, 238, 239, 240, 241, 242, 243, 244, 245, 246, 247, 248, 249, 250, 251, 252, 253, 254, 255, 256, 257, 258, 259, 260, 261, 262, 263, 264, 265, 266, 267, 268, 269, 270, 271, 272, 273, 274, 275, 276, 277, 278, 279, 280, 281, 282, 283, 284, 285, 286, 287, 288, 289, 290, 291, 292, 293, 294, 295, 296, 297, 298, 299, 300, 301, 302, 303, 304, 305, 306, 307, 308, 309, 310, 311, 312, 313, 314, 315, 316, 317, 318, 319, 320, 321, 322, 323, 324, 325, 326, 327, 328, 329, 330, 331, 332, 333, 334, 335, 336, 337, 338, 339, 340, 341, 342, 343, 344, 345, 346, 347, 348, 349, 350, 351, 352, 353, 354, 355, 356, 357, 358, 359, 360, 361, 362, 363, 364, 365, 366, 367, 368, 369, 370, 371, 372, 373, 374, 375, 376, 377, 378, 379, 380, 381, 382, 383, 384, 385, 386, 387, 388, 389, 390, 391, 392, 393, 394, 395, 396, 397, 398, 399, 400, 401, 402, 403, 404, 405, 406, 407, 408, 409, 410, 411, 412, 413, 414, 415, 416, 417, 418, 419, 420, 421, 422, 423, 424, 425, 426, 427, 428, 429, 430, 431, 432, 433, 434, 435, 436, 437, 438, 439, 440, 441, 442, 443, 444, 445, 446, 447, 448, 449, 450, 451, 452, 453, 454, 455, 456, 457, 458, 459, 460, 461, 462, 463, 464, 465, 466, 467, 468, 469, 470, 471, 472, 473, 474, 475, 476, 477, 478, 479, 480, 481, 482, 483, 484, 485, 486, 487, 488, 489, 490, 491, 492, 493, 494, 495, 496, 497, 498, 499, 500, 501, 502, 503, 504, 505, 506, 507, 508, 509, 510, 511, 512, 513, 514, 515, 516, 517, 518, 519, 520, 521, 522, 523, 524, 525, 526, 527, 528, 529, 530, 531, 532, 533, 534, 535, 536, 537, 538, 539, 540, 541, 542, 543, 544, 545, 546, 547, 548, 549, 550, 551, 552, 553, 554, 555, 556, 557, 558, 559, 560, 561, 562, 563, 564, 565, 566, 567, 568, 569, 570, 571, 572, 573, 574, 575, 576, 577, 578, 579, 580, 581, 582, 583, 584, 585, 586, 587, 588, 589, 590, 591, 592, 593, 594, 595, 596, 597, 598, 599, 600, 601, 602, 603, 604, 605, 606, 607, 608, 609, 610, 611, 612, 613, 614, 615, 616, 617, 618, 619, 620, 621, 622, 623, 624, 625, 626, 627, 628, 629, 630, 631, 632, 633, 634, 635, 636, 637, 638, 639, 640, 641, 642, 643, 644, 645, 646, 647, 648, 649, 650, 651, 652, 653, 654, 655, 656, 657, 658, 659, 660, 661, 662, 663, 664, 665, 666, 667, 668, 669, 670, 671, 672, 673, 674, 675, 676, 677, 678, 679, 680, 681, 682, 683, 684, 685, 686, 687, 688, 689, 690, 691, 692, 693, 694, 695, 696, 697, 698, 699, 700, 701, 702, 703, 704, 705, 706, 707, 708, 709, 710, 711, 712, 713, 714, 715, 716, 717, 718, 719, 720, 721, 722, 723, 724, 725, 726, 727, 728, 729, 730, 731, 732, 733, 734, 735, 736, 737, 738, 739, 740, 741, 742, 743, 744, 745, 746, 747, 748, 749, 750, 751, 752, 753, 754, 755, 756, 757, 758, 759, 760, 761, 762, 763, 764, 765, 766, 767, 768, 769, 770, 771, 772, 773, 774, 775, 776, 777, 778, 779, 780, 781, 782, 783, 784, 785, 786, 787, 788, 789, 790, 791, 792, 793, 794, 795, 796, 797, 798, 799, 800, 801, 802, 803, 804, 805, 806, 807, 808, 809, 810, 811, 812, 813, 814, 815, 816, 817, 818, 819, 820, 821, 822, 823, 824, 825, 826, 827, 828, 829, 830, 831, 832, 833, 834, 835, 836, 837, 838, 839, 840, 841, 842, 843, 844, 845, 846, 847, 848, 849, 850, 851, 852, 853, 854, 855, 856, 857, 858, 859, 860, 861, 862, 863, 864, 865, 866, 867, 868, 869, 870, 871, 872, 873, 874, 875, 876, 877, 878, 879, 880, 881, 882, 883, 884, 885, 886, 887, 888, 889, 890, 891, 892, 893, 894, 895, 896, 897, 898, 899, 900, 901, 902, 903, 904, 905, 906, 907, 908, 909, 910, 911, 912, 913, 914, 915, 916, 917, 918, 919, 920, 921, 922, 923, 924, 925, 926, 927, 928, 929, 930, 931, 932, 933, 934, 935, 936, 937, 938, 939, 940, 941, 942, 943, 944, 945, 946, 947, 948, 949, 950, 951, 952, 953, 954, 955, 956, 957, 958, 959, 960, 961, 962, 963, 964, 965, 966, 967, 968, 969, 970, 971, 972, 973, 974, 975, 976, 977, 978, 979, 980, 981, 982, 983, 984, 985, 986, 987, 988, 989, 990, 991, 992, 993, 994, 995, 996, 997, 998, 999, 1000

Guardians of the Galaxy 16-24, 26-41

Iron Man 176, 203, 205-210, 213

Iron Man 217, 219, 224, 225, 241

Jonny Quest 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100, 101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 112, 113, 114, 115, 116, 117, 118, 119, 120, 121, 122, 123, 124, 125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136, 137, 138, 139, 140, 141, 142, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 157, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 168, 169, 170, 171, 172, 173, 174, 175, 176, 177, 178, 179, 180, 181, 182, 183, 184, 185, 186, 187, 188, 189, 190, 191, 192, 193, 194, 195, 196, 197, 198, 199, 200, 201, 202, 203, 204, 205, 206, 207, 208, 209, 210, 211, 212, 213, 214, 215, 216, 217, 218, 219, 220, 221, 222, 223, 224, 225, 226, 227, 228, 229, 230, 231, 232, 233, 234, 235, 236, 237, 238, 239, 240, 241, 242, 243, 244, 245, 246, 247, 248, 249, 250, 251, 252, 253, 254, 255, 256, 257, 258, 259, 260, 261, 262, 263, 264, 265, 266, 267, 268, 269, 270, 27

NIGHT RETURNS TO NEW JERSEY, BRINGING WITH IT A TROUBLED HERO...



IT TOOK A WHILE, BUT MY CONTACTS AT THE DAILY BUGLE FINALLY TRACED THE LICENSE NUMBER OF THAT TRUCK THAT CARTED AWAY THE JUVENATOR MACHINERY! *

*LAST ISSUE, DANNY

GETTING PAST GUARDS AND VIDEO SURVEILLANCE WAS TRICKY--



-- BUT IT'S PAID OFF! TRACER SIGNALS EVEN STRONGER SINCE I REACHED THE MAIN HOUSE!

THIS IS THE ADDRESS I WAS GIVEN, AND I'M ALREADY PICKING UP A SIGNAL FROM THE SPIDER-TRACER I PUT ON THE TRUCK!



JUST WISH I COULD PUT MOM AND DAD OUT OF MY MIND, BLAST IT! I'VE GOT A JOB TO DO!

"--THE CHAMELEON!"

AHA! I WAS RIGHT!

REST EASY, ADRIAN. IT'S ONLY A MATTER OF TIME BEFORE--

SEND THEM IN!

PREPARE YOURSELF, VULTURE! PREPARE TO WITNESS--

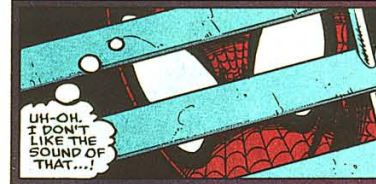


EVER SINCE I SAW TWO DR. SANCHEZES AT EMPIRE STATE UNIVERSITY, I FIGURED THE VULTURE MUST BE WORKING WITH--

SIR? YOUR COVERT OPERATIVES HAVE ARRIVED.



--THE CHAMELEON'S GREATEST TRIUMPH!



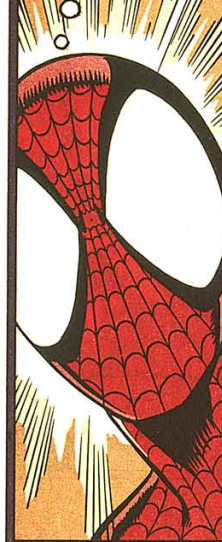
UH-OH! I DON'T LIKE THE SOUND OF THAT...

COME IN! WE'RE EAGER TO HEAR WHAT YOU'VE LEARNED!

VULTURE, I'D LIKE YOU TO MEET--



OH, MY GOD! I-I CAN'T BELIEVE IT! THEM!



-- RICHARD AND MARY PARKER!

OR, MORE ACCURATELY, AN INCREDIBLE SIMULATION!

THEY'RE AN OFFSHOOT OF THE SAME TECHNOLOGY THAT ENABLES ME TO ALTER THE APPEARANCE OF MY OWN FLESH. THEY WERE CONSTRUCTED OF SYNTHETIC COMPOUNDS, AND THEN INBRED--

--WITH ARTIFICIAL LIFE!



CONTROLLED BY BIO-CHIPS-- ORGANIC COMPUTERS THE SIZE OF BODY CELLS-- THEY WERE PROGRAMMED TO MIMIC THE ACTIONS AND NATURES OF THE BEINGS THEY WERE TO EMULATE...

...ALL AS PART OF MY PLAN TO DISCOVER SPIDER-MAN'S TRUE IDENTITY!



MOM... DAD...? N-NOT EVEN...

...HUMAN?



THE CONNECTION BETWEEN PETER PARKER AND SPIDER-MAN IS UNDENIABLE, AS EVIDENCED BY ALL THE PHOTOGRAPHS THE MAN HAS TAKEN OF THE WALL-CRAWLER OVER THE YEARS.

ANY GAPS IN THEIR MEMORIES COULD BE EXPLAINED BY THE TWENTY YEARS THEY'D SPENT IN "RUSSIAN PRISON CAMPS!"

THAT WILL BE MY PERSONAL VICTORY--

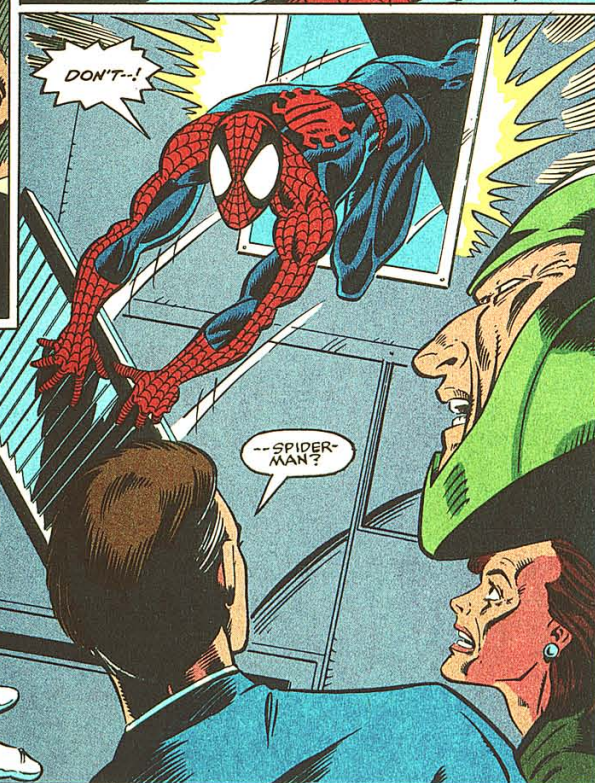
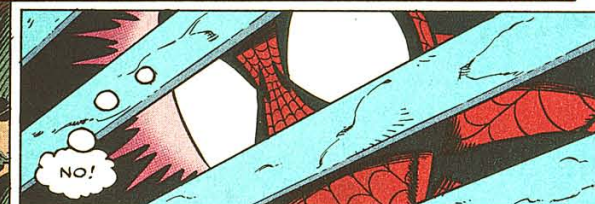
--AND MY DUE TO A MAN I'VE OWED FOR FAR TOO LONG!

ONCE INSINUATED INTO YOUNG PARKER'S LIFE, IT WAS MY HOPE THAT HE'D TRUST THEM WITH INFORMATION THAT COULD ENABLE ME TO UNMASK SPIDER-MAN, AND THEN OBLITERATE HIM!

THAT'S WHY I PROGRAMMED MY CONSTRUCTS TO BE THE PARENTS HE THOUGHT LONG DEAD!

KRAVEN THE HUNTER! IT WAS I WHO FIRST SET HIM ON HIS FATEFUL QUEST TO TRACK AND SLAY SPIDER-MAN, SO MANY YEARS AGO.

THAT OBSESSION WAS TO ULTIMATELY BRING ABOUT KRAVEN'S DEATH, A DEBT I CAN NOW PAY WITH SPIDER-MAN'S OWN DEMISE!



Take control.

Dig deeper.

See what no one else sees.

Push harder.

Know what no one else knows.

Own the game.

Own Topps and you own

a whole lot more than a card.

All the players you want.

All the stats that matter.

Dramatic cards with high gloss

UV coating front and back.

And pictures that tell

the whole story.

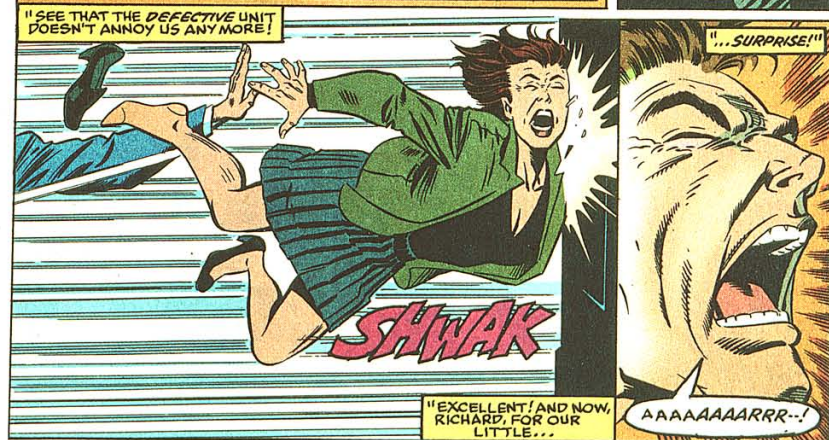
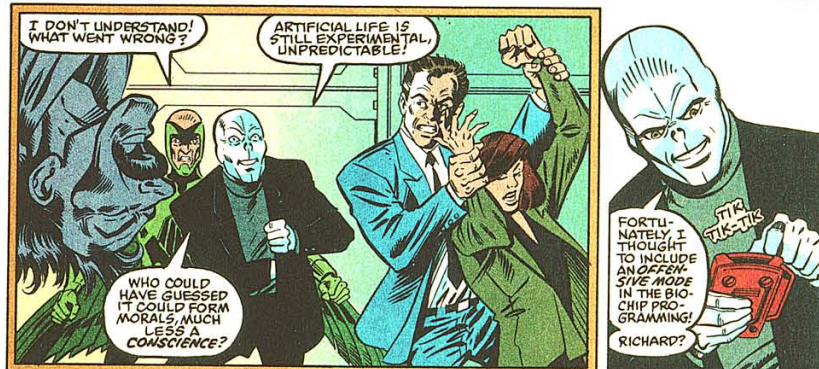
Topps

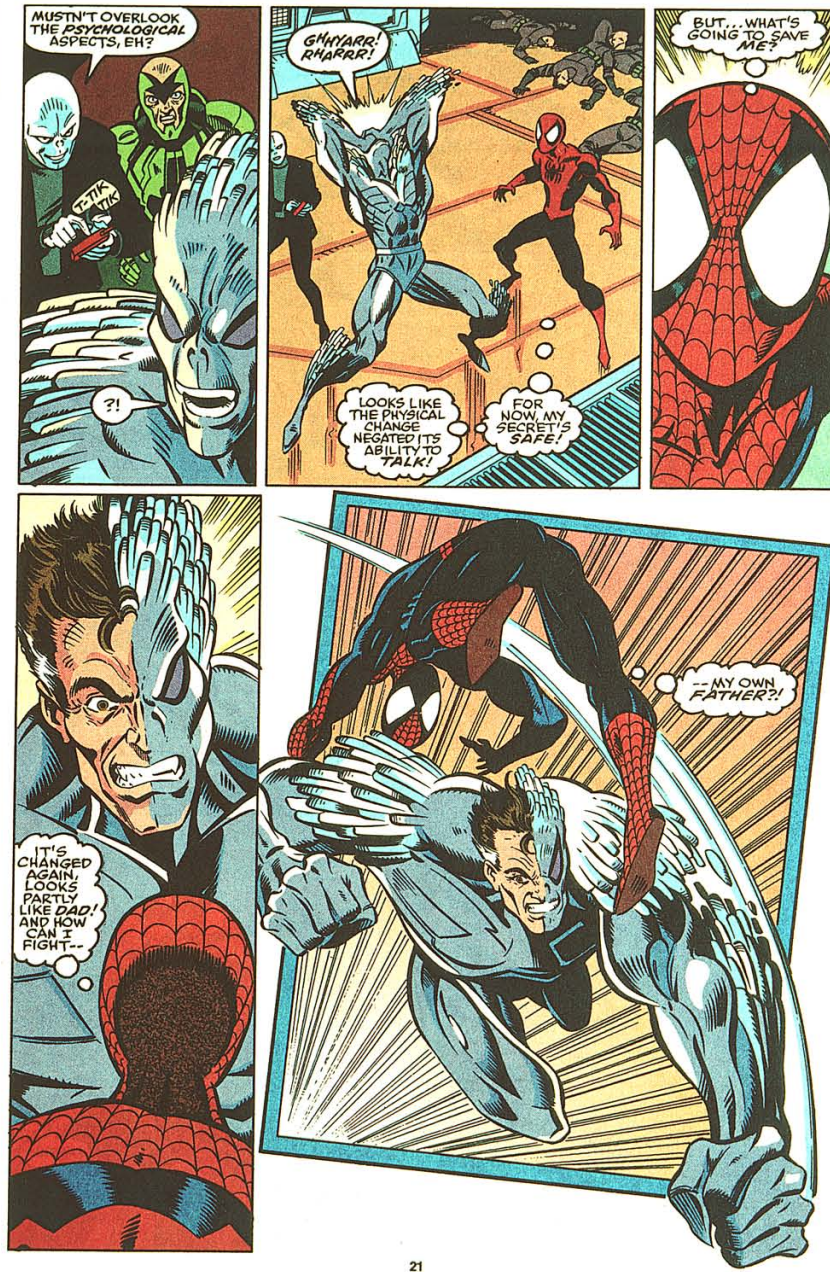
own the game™

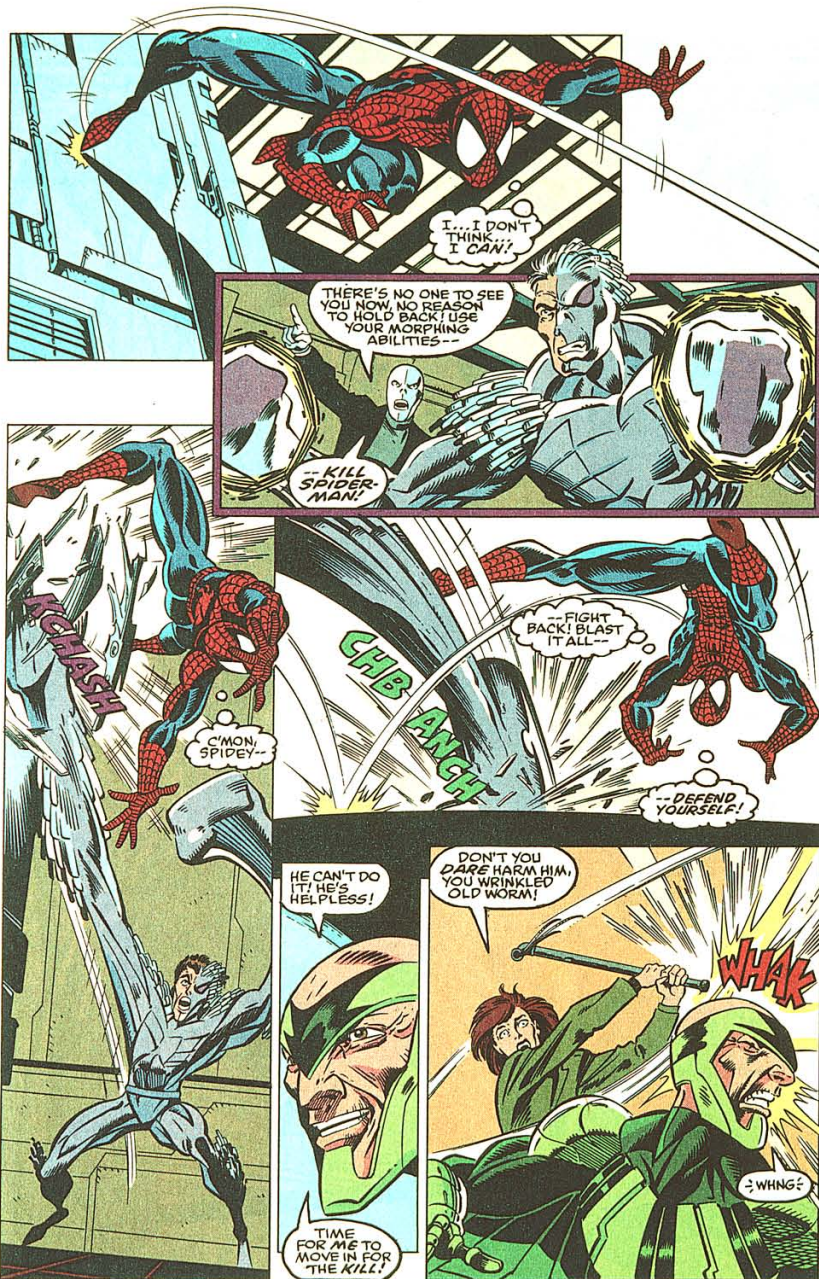


© 1993 The Topps Company, Inc. & COPR. © 1993 NBA Properties, Inc.









THE MAKERS
OF
Hi-C® Fruit
Drinks
BRING YOU



FREE
MARVEL COMICS X-MEN
HERO CAPS™
THREE INSIDE
SPECIALLY-MARKED
Hi-C® 9 PACKS

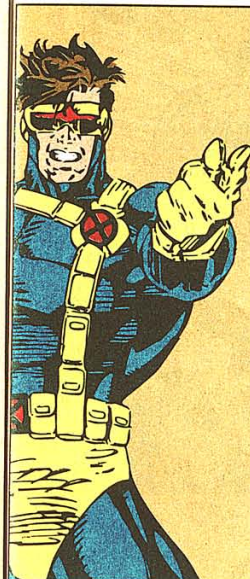
© 1994 The Coca-Cola Company. "Hi-C" is a registered trademark of The Coca-Cola Company. MARVEL, HERO CAPS, X-MEN including all character names and likenesses: TM and ©1994 Marvel Entertainment Group, Inc. All rights reserved.

TM & © 2004 MARVEL

MARVEL
COMICS

X-MEN™

THE JUICIEST OFFER IN HISTORY



UNCANNY **MARVEL COMICS** **X-MEN**™



ON Hi-C® DRINK BOXES
COLLECT ALL 12!

FREE **MARVEL COMICS** **X-MEN**™
MARVEL MILESTONE™

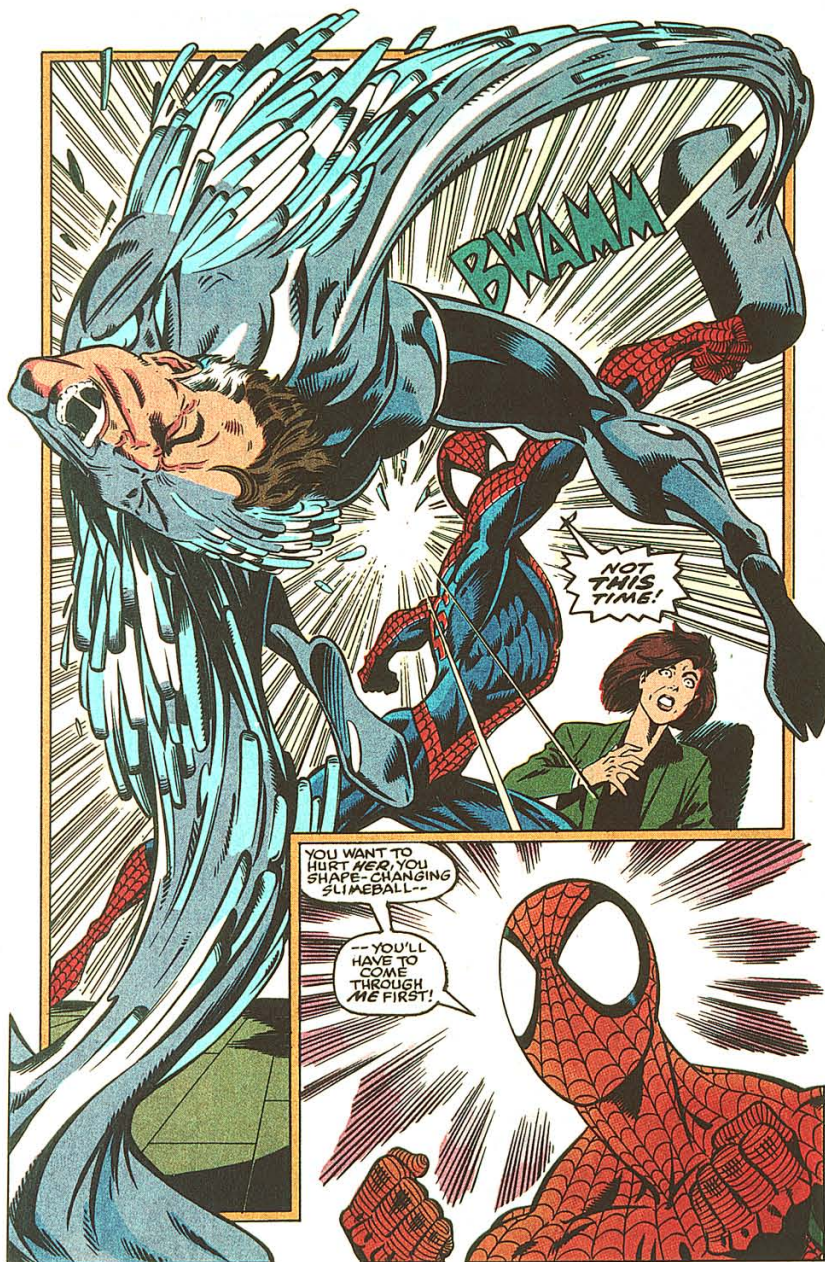


COLLECTOR'S
EDITION
COMIC BOOK
IN SPECIALLY-MARKED
Hi-C® VARIETY PACKS



ADVERTISEMENT

TM & © 2004 MARVEL



BULLPEN BULLETINS

FUN PAGE!

MUTANT CROSSWORD PUZZLE

Greetings, students! This is Professor Xavier here with a mutant test for you! This puzzle contains the names of many of your favorite X-Men, as well as other terms relating to mutants in general! Your assignment is to complete this puzzle without actually damaging your comic book! (Photocopies are recommended!) And remember — I'm monitoring you telepathically, so don't even think about copying off your neighbor's comic book!

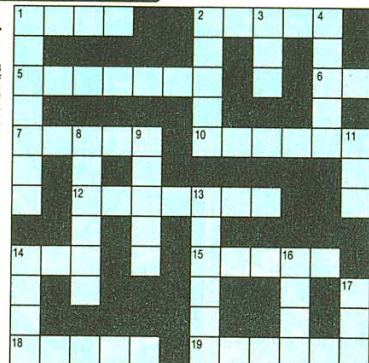
ACROSS

- 1) Scott Summers's new wife
- 2) The man with adamantium skin!
- 5) Alias Sean Cassidy
- 6) Politically correct term for mutants (abbrev.)
- 7) He's Wolverine!
- 10) The X-Men work out in the _____ Room
- 12) Master of Magnetism
- 14) Paylock uses a _____ Blade
- 15) Storm is _____ Munroe
- 16) Hero from 1993 EXCALIBUR
- ANNUAL
- 19) Cable's clone

DOWN

- 1) The youngest X-Man
- 2) Sabretooth's real name
- 3) X-Men editor Haras
- 4) She absorbs power with her touch
- 8) Cajun X-Man
- 9) _____ crawler
- 11) Soviet villain Omega _____
- 13) Herald of Magneto
- 14) Cable's team, the Six-_____
- 16) Gambit's real name
- 17) Bobby Drake is _____ man

ANSWERS will appear in next week's Bullpen Bulletins



THE HYPE BOX



NIGHTWATCH — a new superstar from the House of Heroes!

You say you wanted some new blood in the Marvel Universe?

We heard you!

This week the first of a brand new batch of Marvel super heroes premieres in his own monthly mag!

Check out the nifty cover to your left and don't be left out!

DIDN'T YOU USED TO BE ...

Every now and then, a hero will switch identities — sort of like when John Cougar became John Mellencamp. Let's see if you can figure out the previous identities of the following characters!

- | | | |
|------------------|---------------------|---------------|
| 1) Tigra | 5) Archangel | 9) Aquarian |
| 2) Binary | 6) Nomad | 10) Goliath |
| 3) Battlestar | 7) Blazing Skull II | (the bad guy) |
| 4) Death Stalker | 8) Machinesmith | |

ANSWERS: 1) The Cat 2) Ms. Marvel 3) The Executioner 4) Bucky 5) Bucky 6) Bucky 7) The Executioner 8) Machinesmith 9) Power Man 10) Power Man

INCREDIBLE FUN!

It's an unwritten rule that every Marvel hero must have a catch adjective in his name, such as the Incredible Hulk. Let's see if you can figure out the colorful words that describe these heroes!

- | |
|---------------------------------------|
| 1) The _____ Iron Man |
| 2) The _____ Spider-Man (two answers) |
| 3) The _____ Thor |
| 4) The _____ Avengers |
| 5) The _____ Four |
| 6) The _____ X-Men |
| 7) The _____ Sub-Mariner |
| 8) The _____ Defenders |

ANSWERS: 1) Invincible 2) Amazing 3) Spectacular 4) Mighty 5) Mighty 6) Uncanny 7) Savage 8) Dynamic 9) Savage 10) Dynamic 11) Savage

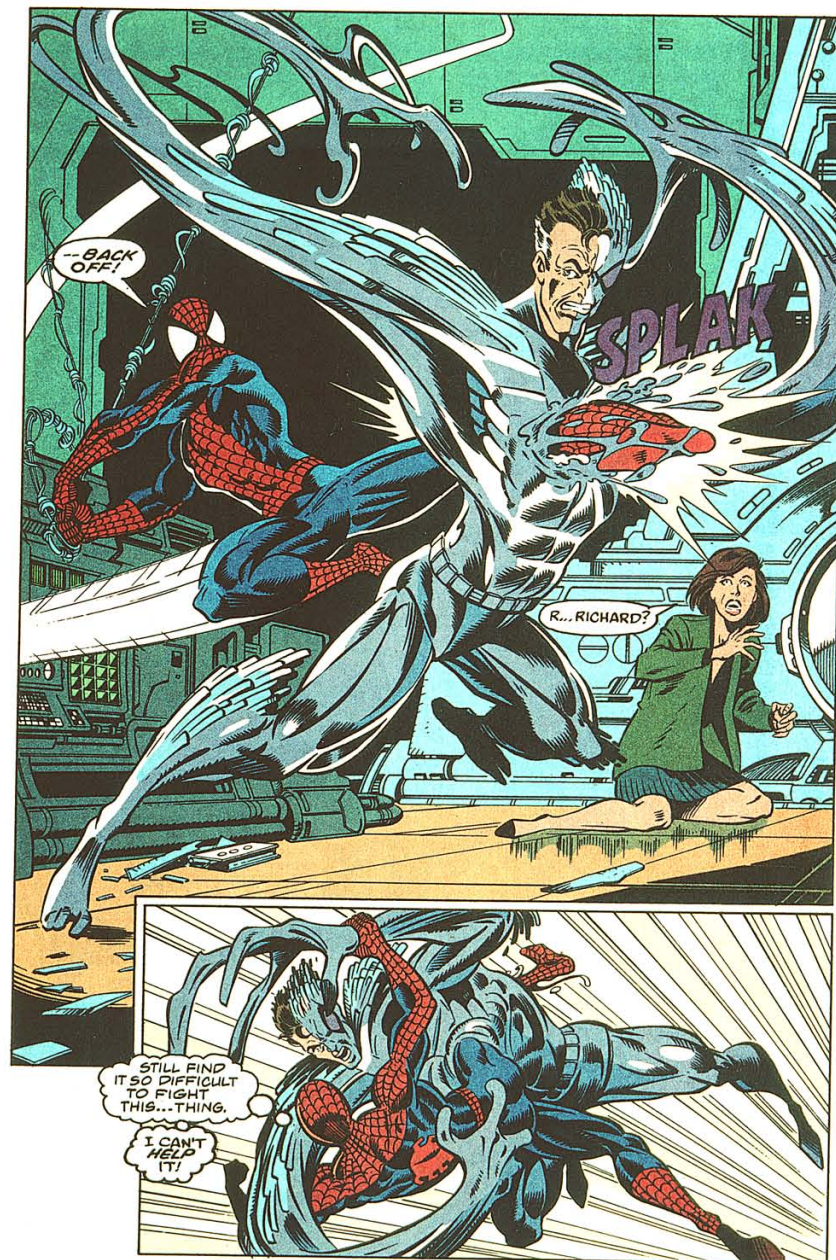
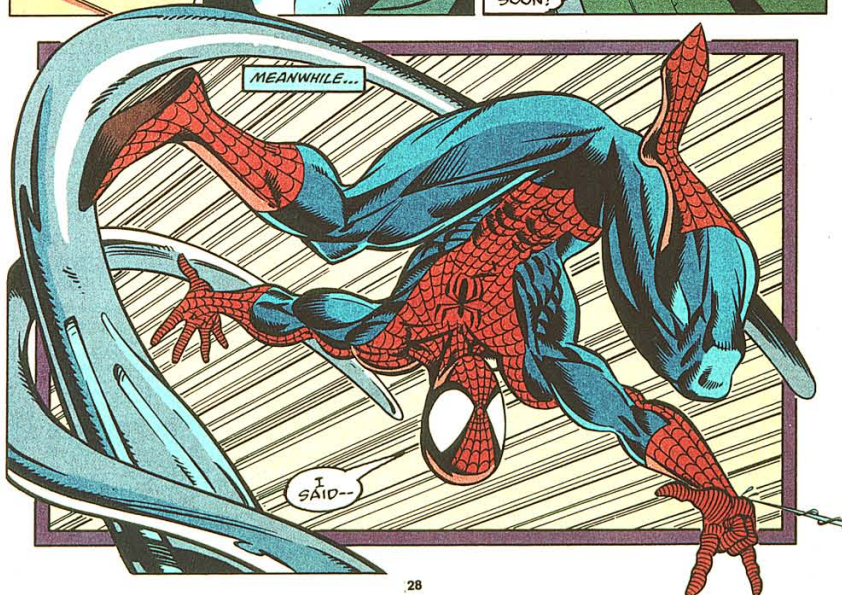
NOW ON SALE

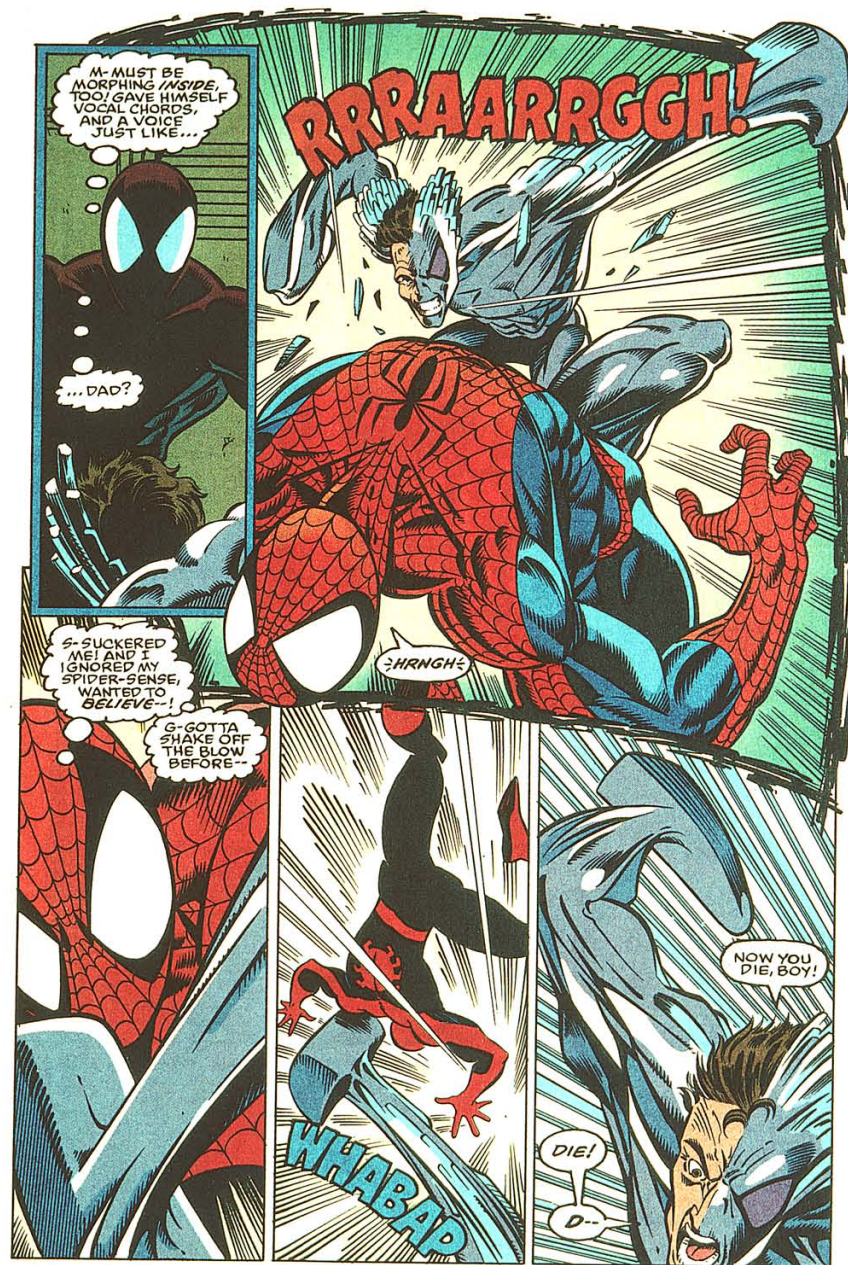
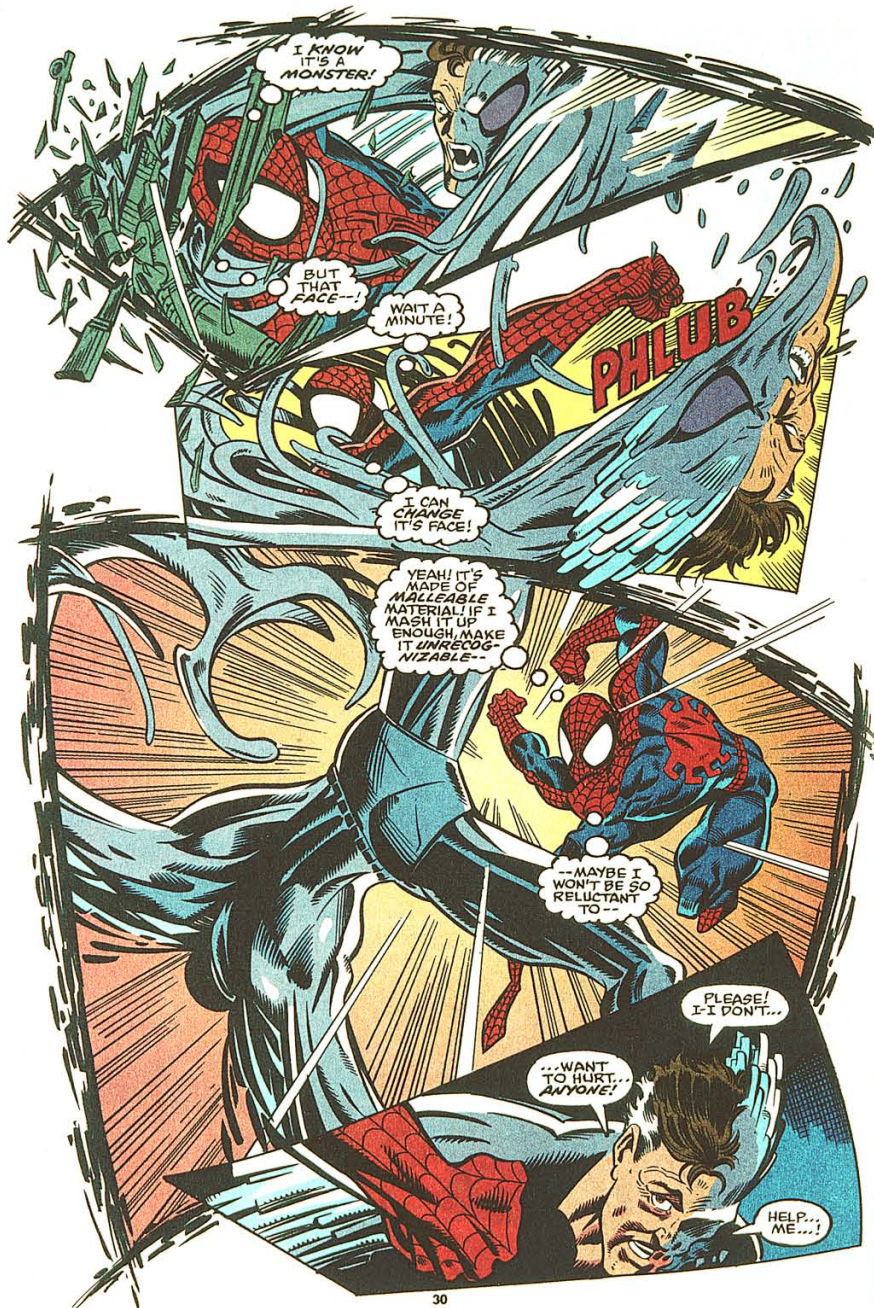
- BARBIE FASHION #40: A mix-up drives Barbie and Ken apart on Valentine's Day! Say it isn't so! By Slate/Cool/Lucas!
- DEATHLOK #34: Two Deathloks — one lives. One dies. By Wright/Kobasiak/Adams! Final issue!
- DR. STRANGE #64: "Who are the Strangers Among Us?" By Quinn/Rubi/Harper
- FANTASTIC FOUR #387: The title is "Nobody Gets Out Alive!" "Nuff said!" By DeFalco/Ryan/Bulanadi!
- GHOST RIDER/BLAZE: SPIRITS OF VENGEANCE #21: It's a Blaze family reunion! By Mackie/Martinez/LaRosa!
- HELLSTORM #13: A killer is making magicians disappear — for good! By Ellis/Marcello
- HOKUM & HEX #6: Do you dare enter ... the Neurosphere? By Lovece/Williams/Lanning!
- ILLUMINATOR #3: Shedding light on Nightfall. Final issue! By Harding/Haynes/Turner!
- IRON MAN #203: Venom decrees: Tony Stark must die! By Kaminski/Hopgood/Mitchell
- NEW WARRIORS #46: X-Force vs. the Warriors in a clash of the titanic teen! By Nicieza/Robertson & McKelvie/Melissetti!
- NIGHTWATCH #1: From the pages of WEB OF SPIDER-MAN! By Kavanagh/Lim/Migroni!
- NORTSTAR #1: The Alpha Flight member is now out on his own! By Furman/Carrasco Jr./Akini!

- OFFICIAL INDEX TO THE X-MEN #1 OF 5: From the files of Professor X! By Murray/Ward!
- PUNISHER 2009 #15: Jake's not afraid of the Fearmaster! By Mills & Skinner/Morgan/Palmioti!
- PUNISHER WAR JOURNAL #65: The Punisher has become a "Pariah!" By Grant/Haynes/McKenna!
- SAVAGE SWORD OF CONAN #220: Barbarian meets Puritan as Conan teams up with Solomon Kane! By Thomas/MacNeil/Docherty!
- SILVER SURFER #91: Surly rides a time and side-al wave to find Shalla-Bal! By Marz/Lim/Christopher!
- SPECTACULAR SPIDER-MAN #211: Forget about puny Parker!

- Now there is only ... Spider-Man! By Grant/Buscacem!
- WILLIAM SHATNER'S TEKWOULD #20: Jake invades a satellite! Now seen on TV! By Skolnick/Sullivan!
- THOR #473: Loki lights a Flame to kill Thor! By Marz/Grindberg/Hudson!
- VENOM: THE ENEMY WITHIN #3 OF 3: How do you hide a fifty foot Demogoblin? Ask Morbius! By Jones/McLeod!
- X-FORCE #33: Playing games with the New Warriors and the Games Master! By Nicieza/Daniel/Holdredge!
- X-MEN CLASSIC #94: With the New Mutants, Spidey, the Avengers, and Doc Strange! By Clement/Romita Jr./Green!

THE WOLF PEOPLE AND WHAT DO THEY WANT WITH JOHN BLAZE ... THE NEW JUSTICE FIGHTS HIS OWN TEAMMATES IN THE NEW WARRIORS ...





WE'LL TAKE A HAMMER TO YOUR MAILBOX!



GET 2 ISSUES FREE!

Get a 14-issue subscription for only \$15.00
(Newsstand value \$17.50) Offer expires April 30, 1994!
Individual titles are at full price as listed.

☐ AMZ	AMAZING SPIDER-MAN	\$15.00
☐ AVE	AVENGERS	\$15.00
☐ BAR	BARBIE	\$15.00
☐ BFB	BARBIE FASHION	\$15.00
☐ CAM	CAPTAIN AMERICA	\$15.00
☐ DDV	DAREDEVIL	\$15.00
☐ HHK	DARKHAWK	\$15.00
☐ D99	DOOM 2099	\$15.00
☐ FAN	FANTASTIC FOUR	\$15.00
☐ FWK	FORCE WORKS	\$15.00
☐ GAL	GUARDIANS OF THE GALAXY	\$15.00
☐ GIJ	G.I. JOE	\$15.00
☐ INC	INCREDIBLE HULK	\$15.00
☐ IRM	IRON MAN	\$15.00
☐ MTL	MARVEL TALES (FEATURING SPIDER-MAN)	\$15.00
☐ SUB	NAMOR	\$15.00
☐ NWR	NEW WARRIORS	\$15.00
☐ PUN	PUNISHER (COMIC)	\$15.00
☐ P99	PUNISHER 2099	\$15.00
☐ QSR	QUASAR	\$15.00
☐ R99	RAVAGE 2099	\$15.00
☐ SAB	SILVER SABLE	\$15.00
☐ SIL	SILVER SURFER	\$15.00
☐ PPK	SPECTACULAR SPIDER-MAN	\$15.00
☐ SMC	SPIDER-MAN CLASSIC	\$15.00
☐ S99	SPIDER-MAN 2099	\$15.00
☐ THR	THOR	\$15.00
☐ THU	THUNDERSTRIKE	\$15.00
☐ XME	UNCANNY X-MEN	\$15.00
☐ WEB	WEB OF SPIDER-MAN	\$15.00
☐ FAC	X-FACTOR	\$15.00
☐ XFO	X-FORCE	\$15.00
☐ MEN	X-MEN	\$15.00
☐ X99	X-MEN 2099	\$15.00
☐ XCL	X-MEN CLASSICS	\$15.00
☐ XAV	X-MEN ADVENTURES	\$15.00
☐ WHI	WHAT IF...	\$15.00

Get 14-issues for the price of 12 issues
at listed prices below!

☐ DH2	DEATH'S HEAD II	\$21.00
☐ DDC	DR. STRANGE	\$21.00
☐ EXC	EXCALIBUR	\$21.00
☐ BLZ	GHOST RIDER/BLAZE	\$21.00
☐ GHR	GHOST RIDER	\$21.00
☐ MOR	MORBIUS	\$21.00
☐ NOV	NOVA	\$21.00
☐ ZON	PUNISHER WAR JOURNAL	\$21.00
☐ NOV	PUNISHER WAR ZONE	\$21.00
☐ REN	REN & STIMPY	\$21.00
☐ SEC	SECRET DEFENDERS	\$21.00
☐ SPI	SPIDER-MAN	\$21.00
☐ TWL	TEK WORLD	\$21.00
☐ TFM	TRANSFORMERS GENERATION 2	\$21.00
☐ BIK	BIKER MICE FROM MARS	\$18.00
☐ WAR	WARLOCK & THE INFINITY WATCH	\$21.00
☐ WOL	WOLVERINE	\$21.00

☐ HYP	HYPERKIND	\$21.00
☐ ECT	ECTOKID	\$21.00
☐ HOK	HOKUM & HEX	\$21.00
☐ STS	SAINT SINNER	\$21.00

☐ CLC	CONAN SAGA	\$27.00
☐ GRO	GROO	\$27.00
☐ SSC	SAVAGE SWORD OF CONAN	\$27.00
☐ HST	HELLSTORM	\$24.00
☐ CAB	CABLE	\$24.00
☐ BUT	BEAVIS & BUTT-HEAD	\$23.40
☐ HAR	HARROWERS	\$30.00
☐ PIN	PINHEAD	\$30.40
☐ MXC	MARVEL COMICS PRESENTS	\$18.00
☐ AGE	MARVEL AGE	\$15.00

REFUND GUARANTEE—IF NOT SATISFIED, REFUND ON ALL UNSERVED ISSUES.
ALL COPIES MAILED IN PROTECTIVE POLYBAGS.

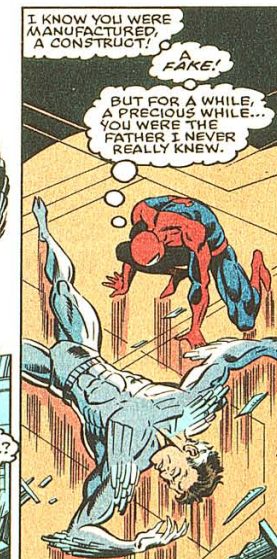
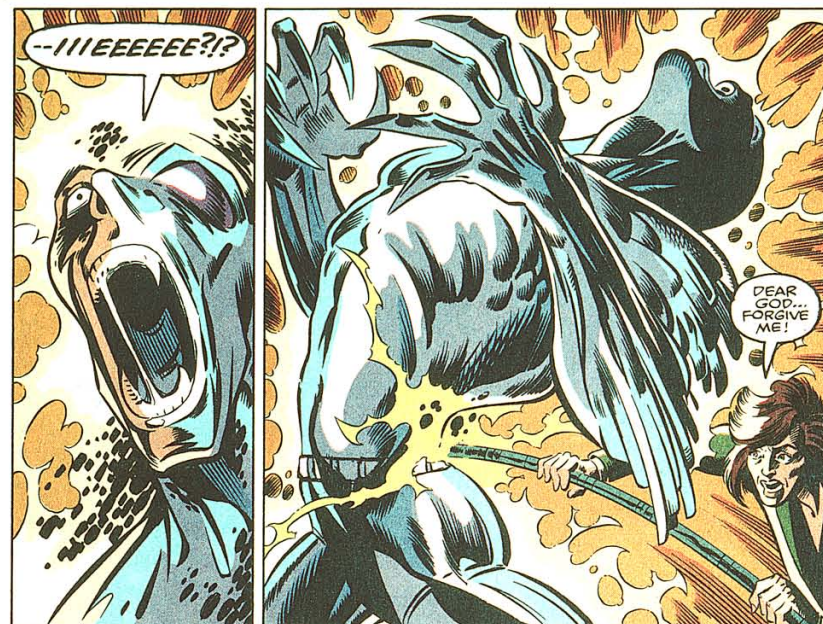
YOU MUST ENCLOSE YOUR SELECTIONS WITH COUPON OR PHOTOCOPY OF THIS AD.

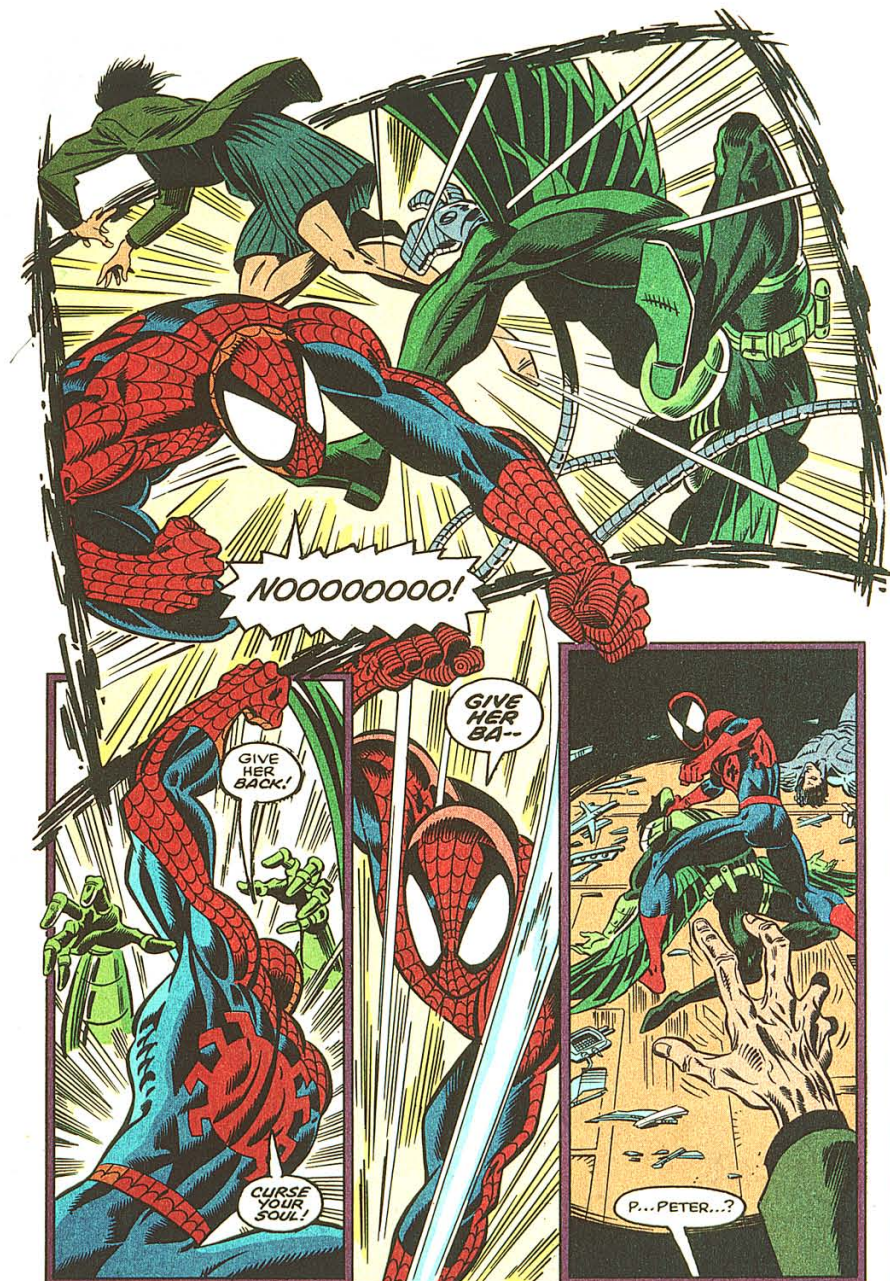
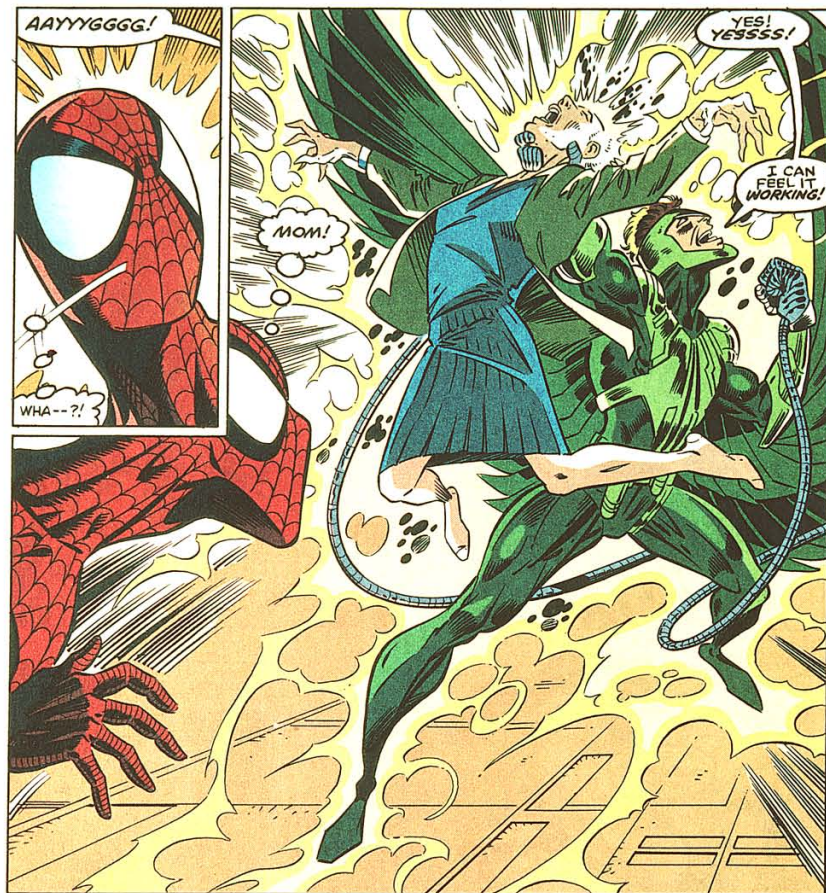
If renewing: enclose mailing label, make checks or money orders payable in U.S. funds to Marvel Comics. Allow 10 weeks for delivery.

Foreign: Add \$12 title Mail to: Marvel Direct
Canada: Add \$10 title Marketing Inc.
Includes GST P.O. Box 1979
(GST #127032852) Danbury, CT 06813-1979

First Initial Last Name
NAME:
ADDRESS:
CITY:
STATE: ZIP: AGE: H42MR

TM & © 1993 Marvel Entertainment Group, Inc. G.I. JOE, TRANSFORMERS, TM & © 1993 Hasbro, Inc. GROO, TM & © 1993 Sergio Aragones DEATH'S HEAD II, TM & © 1993 Marvel Entertainment Group & Marvel Comics Ltd. CONAN, TM & © 1993 Conan Properties, Inc. TEK WORLD, TM & © 1993 William Shatner. All rights reserved. BARBIE & BARBIE FASHION, TM & © 1993 Mattel, Inc. REN & STIMPY, TM & © 1993 Nickelodeon BIKER MICE FROM MARS, TM & © New World Licensing & Brentwood Television Funnies, Inc. BEAVIS & BUTT-HEAD, TM & © 1993 MTV Music Television HARROWERS, PINHEAD, TM & © Fifth Avenue Entertainment, LTD. HYPERKIND, ECTOKID, HOKUM & HEX, SAINT SINNER, TM & © 1993 Clive Barker.







36



37

DAWN: THE MANHATTAN APARTMENT SHARED BY PETER PARKER AND HIS WIFE, MARY JANE...



I'M GOING TO BELIEVE AUNT MAY--

--AND BELIEVE IN HER, FROM NOW ON, SHE WASN'T IMAGINING THINGS--



--SHE WAS RIGHT ALL ALONG!

HECK, HER INSTINCTS WERE MORE DEPENDABLE THAN EVEN MY SPIDER-SENSE...

...WHICH DIDN'T EVEN KICK IN UNTIL THEIR PROGRAMMING DID.

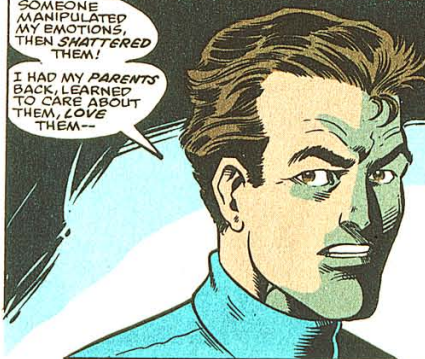
DON'T TORTURE YOURSELF, HON, AT LEAST IT'S OVER.

UH-UH, NOT BY A LONG SHOT!

SOMEONE MANIPULATED MY EMOTIONS, THEN SHATTERED THEM!

I HAD MY PARENTS BACK, LEARNED TO CARE ABOUT THEM, LOVE THEM--

--ONLY TO FIND IT WAS ALL SOME CRUEL, PERVERTED TRICK!



SO I'M GOING TO FIND THE CHAMELEON, MORE IMPORTANT, I'M GOING TO FIND WHOEVER PUT HIM UP TO THIS!

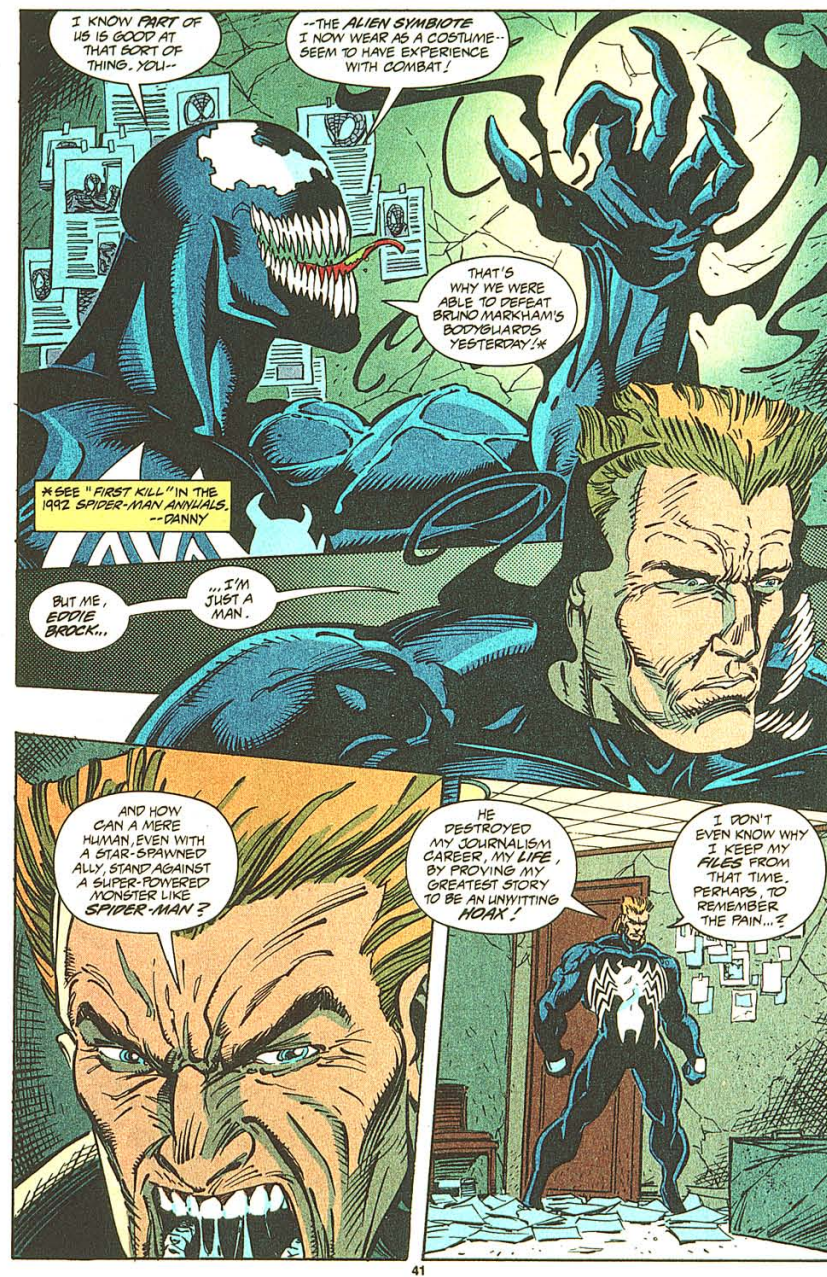
AND WHEN I DO, I SWEAR:

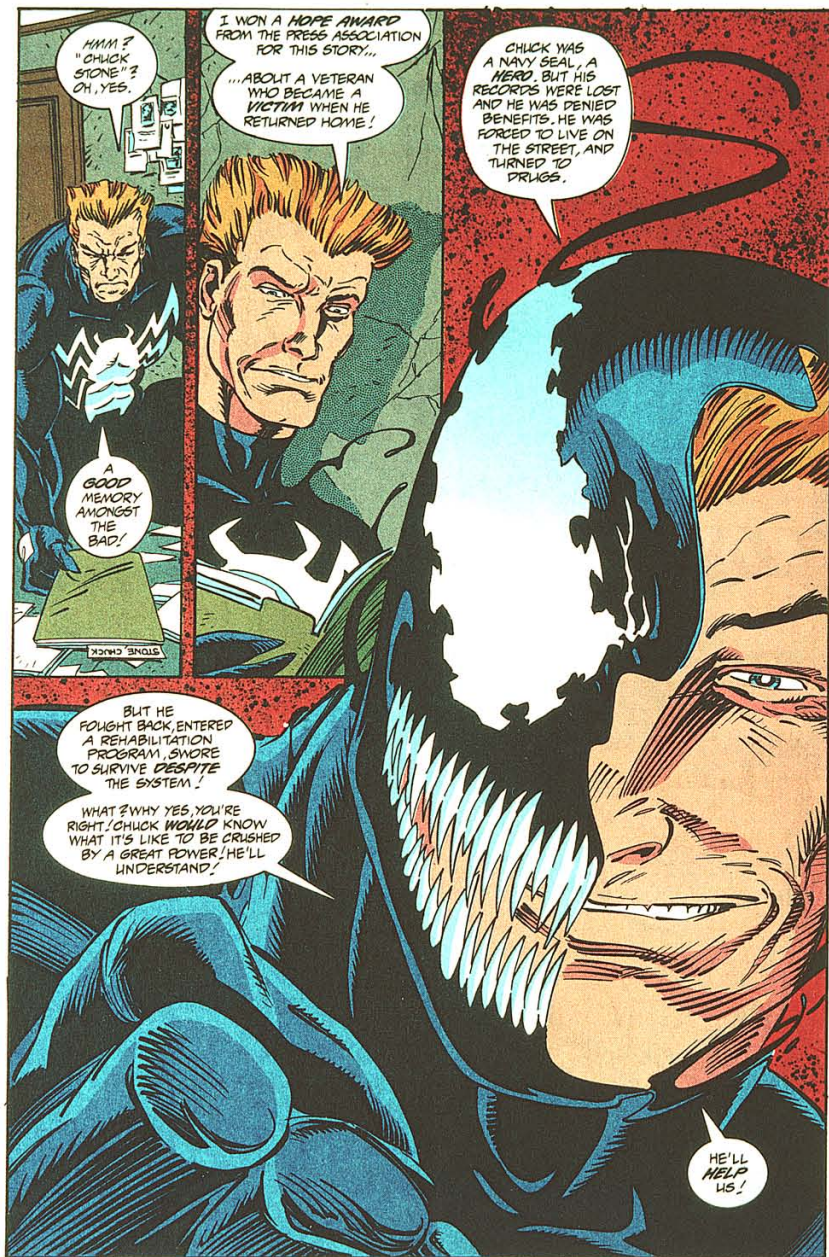


THEY'RE BOTH GOING TO LEARN WHAT "HURT" REALLY MEANS!

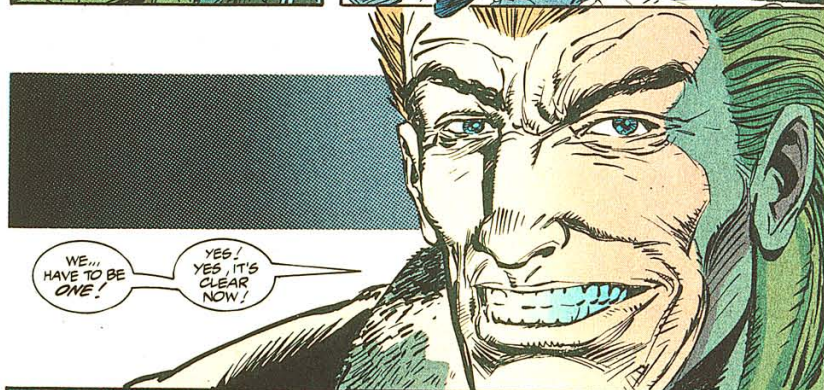
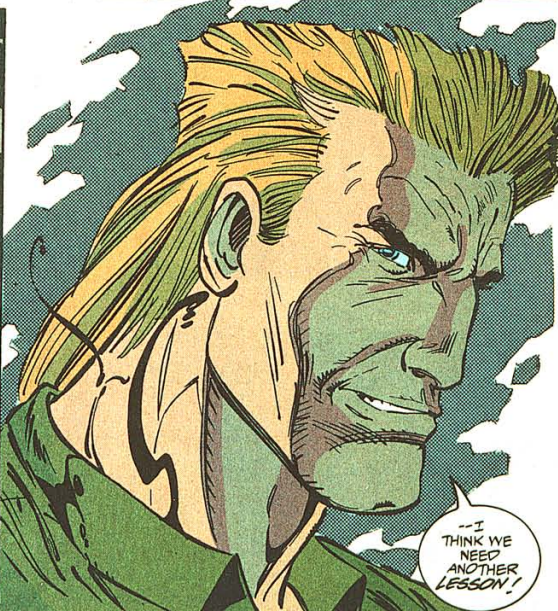
NEXT WEEK: "PURSUIT" BEGINS IN SPIDER-MAN #45 AS SPIDEY HUNTS DOWN HIS TORMENTORS. NEXT MONTH: "PURSUIT" ENDS HERE--AS THE NEW SPIDER-ERA KICKS INTO EVEN HIGHER GEAR! DO NOT MISS IT!

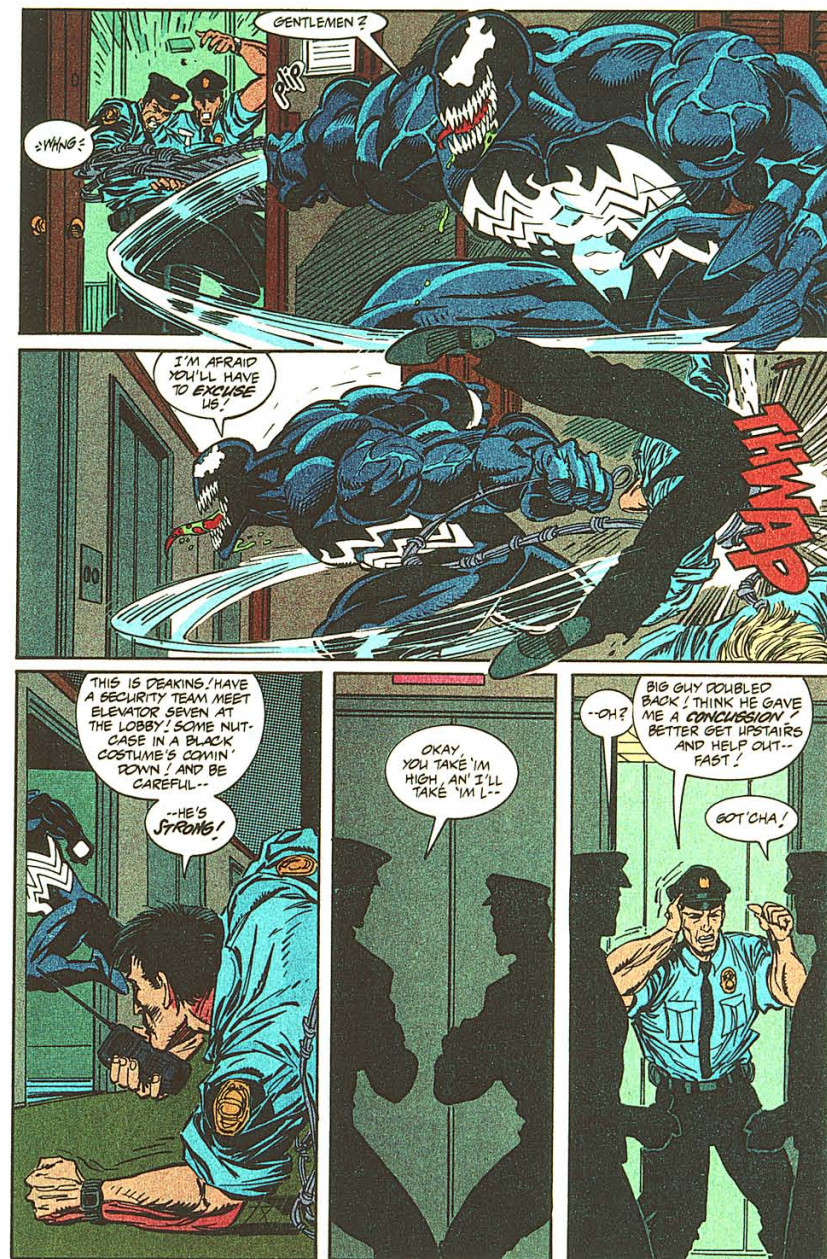
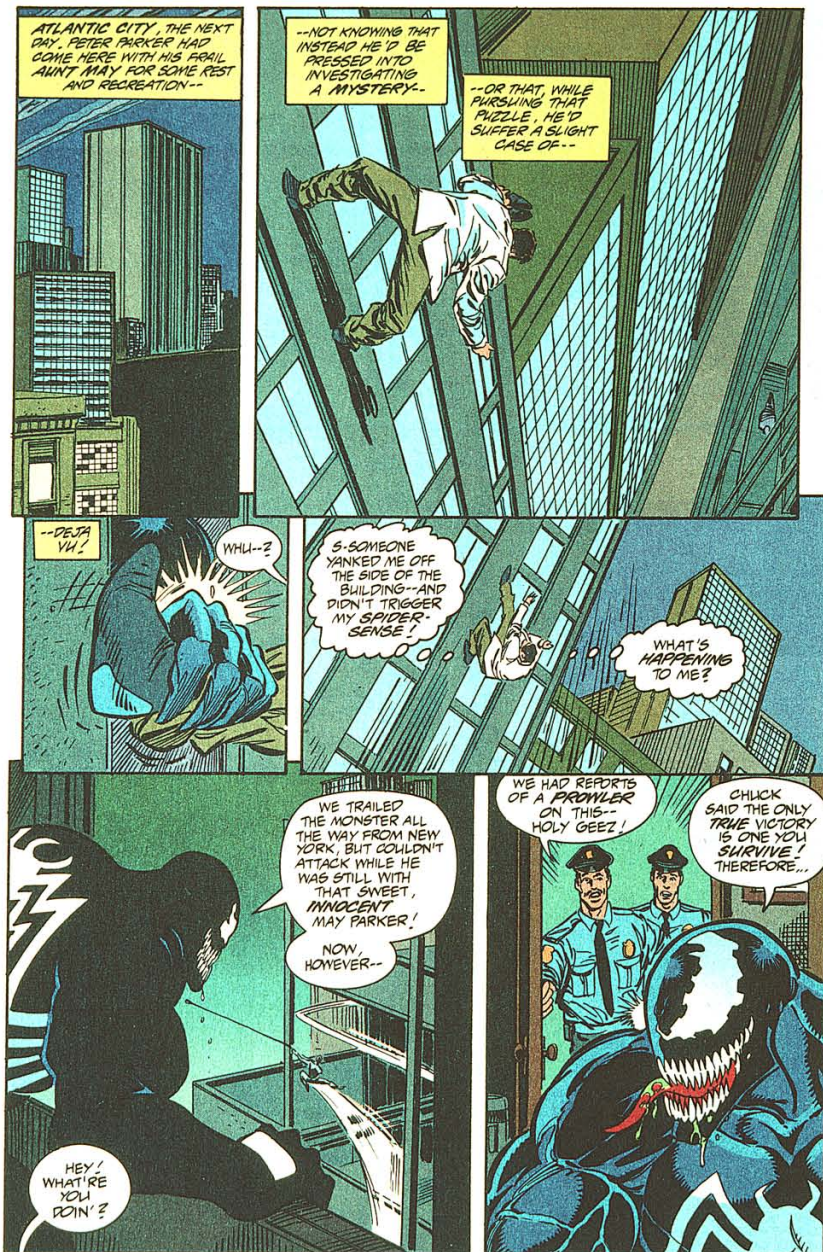














IS SOMETHING
WRONG
OFFICER?

NOTHING TO
WORRY ABOUT,
MA'AM.
WE HAVE
EVERYTHING
UNDER
CONTROL!



SOON, ON A
METROLINER
HEADING BACK
TO NEW YORK...

THE MONSTER'S TRAIL WAS
COLD... WOULD'VE BEEN TOUGH
TO PICK UP QUICKLY.



I, UH, THINK
I'LL SIT IN
ANOTHER
CAR...

NO MATTER, WE'LL
FIND HIM AGAIN. AND
NOW, WE'RE READY
FOR HIM!

AS ONE, WORKING
TOGETHER, WE WERE
UNSTOPPABLE!



SO FOREVER MORE
WE'LL BE THAT ONE!
EDDIE BROOK IS
DEAD! LONG LIVE...

...VENOM!



THREE HOURS LATER, AT A
FAMILIAR BOVARY WALK-UP...

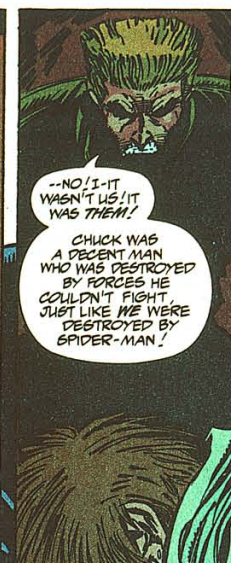
CHUCK? WE JUST
WANTED TO THANK
YOU FOR ALL YOU'VE
DONE.

HELLO...?



OH, GOD! THAT
NEEDLE--!

H-HE USED
THE MONEY
WE GAVE
HIM TO--



--NO! I-IT
WASN'T US! IT
WAS THEM!

CHUCK WAS
A DECENT MAN
WHO WAS DESTROYED
BY FORCES HE
COULDN'T FIGHT.
JUST LIKE WE WERE
DESTROYED BY
SPIDER-MAN!



BUT NOW WE
CAN FIGHT, AND WILL!
FOR CHUCK, FOR EDDIE,
FOR EVERY INNOCENT
VICTIM IN THIS COLD,
CRUEL WORLD, WE
SWEAR--



--SPIDER-
MAN MUST
DIE!

AND SO IT
BEGAN...

DAVID
MICHELINIE
WRITER

LARRY
ALEXANDER
ARTIST

KEN
LOPEZ
LETTERER

JOE
AGOSTINELLI
COLORIST

PANNY
FINGEROTH
EDITOR

TOM
DEBALCO
EDITOR IN CHIEF

ABOVE A NIGHT-DARK LONG ISLAND INDUSTRIAL PARK, TWO DISPARATE FIGURES CONVERGE. THEIR APPEARANCE, THEIR EXPRESSIONS, THEIR VERY MODES OF TRANSPORT DIFFER GREATLY FROM ONE ANOTHER. BUT THEIR REASONS FOR BEING HERE ON THIS FATEFUL EVE--

--ARE CHILLINGLY SIMILAR!

ENOS
WARWICK...

...YOUR DAYS
ARE
NUMBERED!

STAN LEE PRESENTS:
CARDIAC AND CHANCE IN...

MY ENEMY'S ENEMY

52

ON THE EAST SIDE OF THE TARGETED COMPLEX, CARDIAC DROGS NIMBLY TO THE GROUND INSIDE AN ELECTRICAL FENCE...

SO FAR,
SO GOOD!

WARWICK
ENTERPRISES
DELIVERIES AT WEST
ENTRANCE ONLY

HMM. LOCK
LOOKS LIKE
TOP QUALITY

BUT BETA POWER
CHANNELED FROM
MY ARTIFICIAL
HEART TO THE
CONDUCTOR PLATE
ON MY PALM--

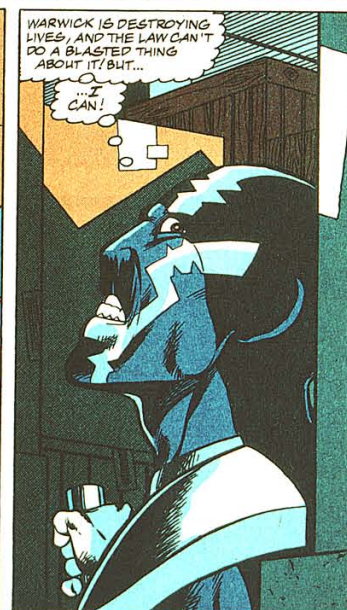
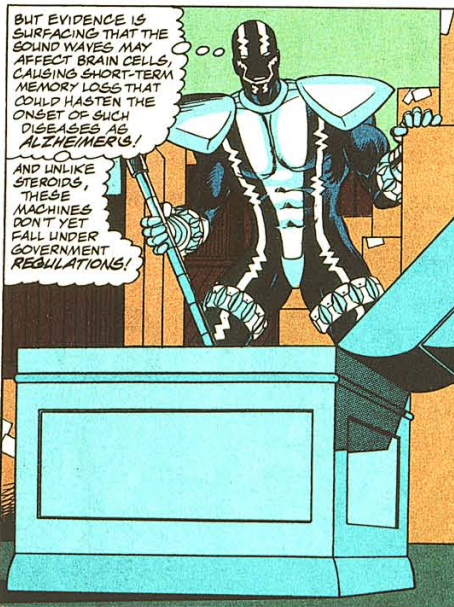
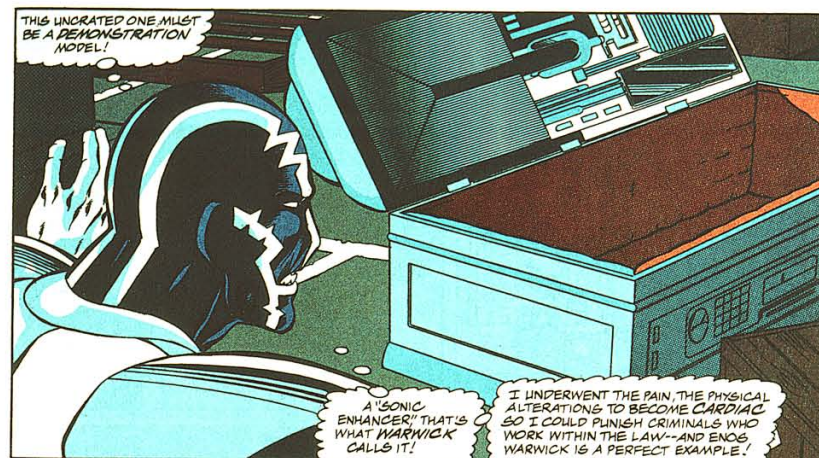
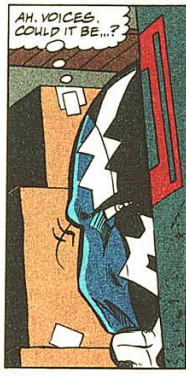
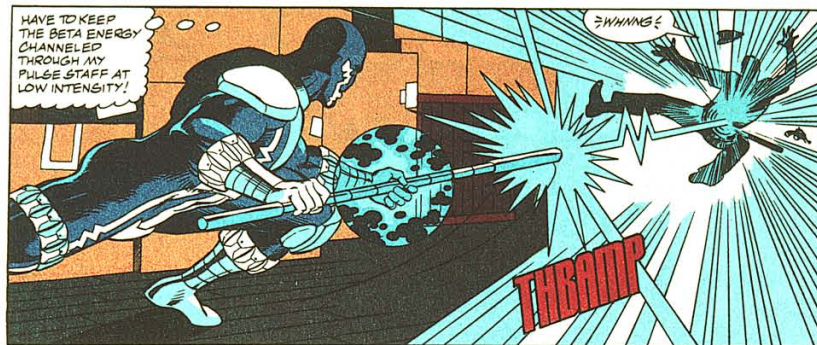
--WILL THEN IT TO
EXPENSIVE SLAG!

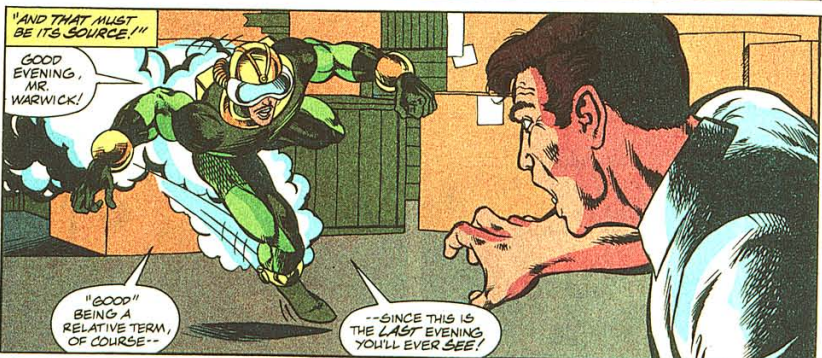
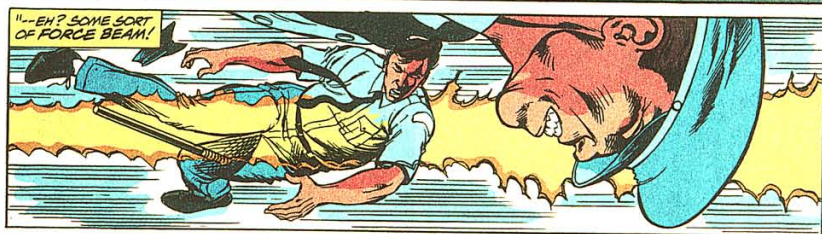
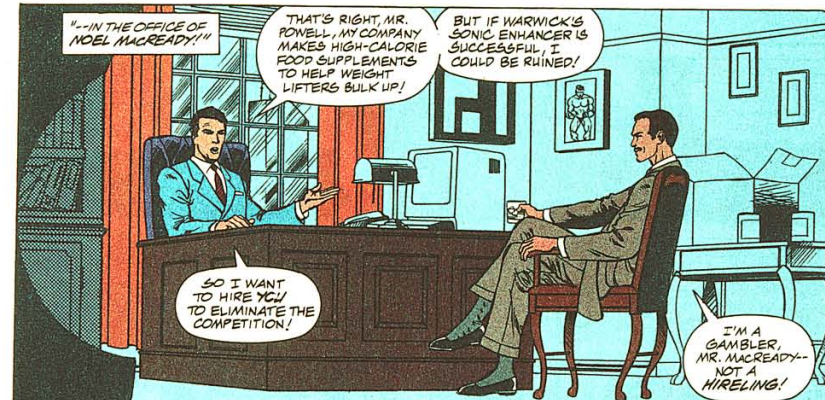
NOW
TO--

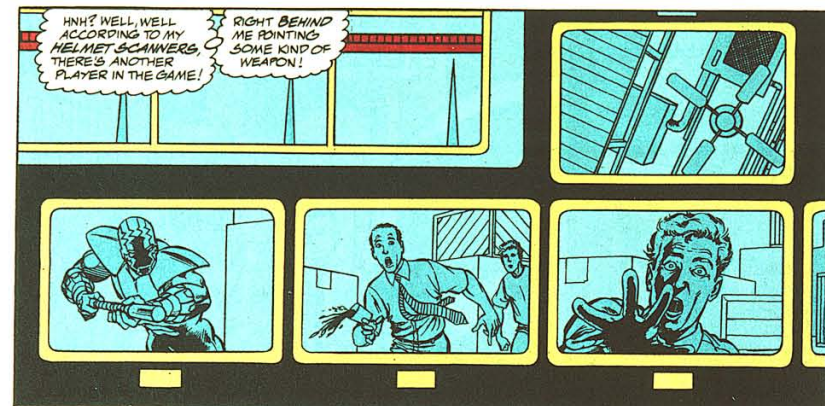
SIGH! I'D HOPED
TO AVOID THIS...

WHA--?!
H-HEY! HOLD
IT RIGHT
THERE!

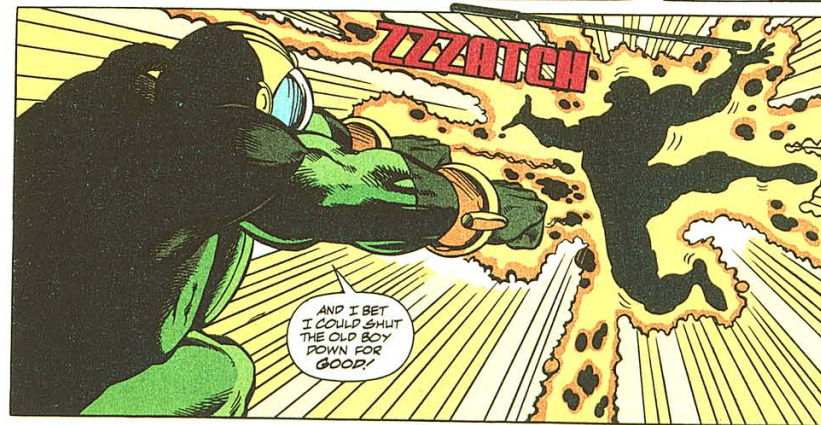
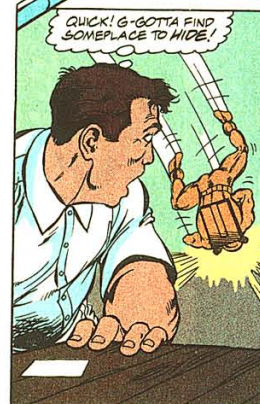
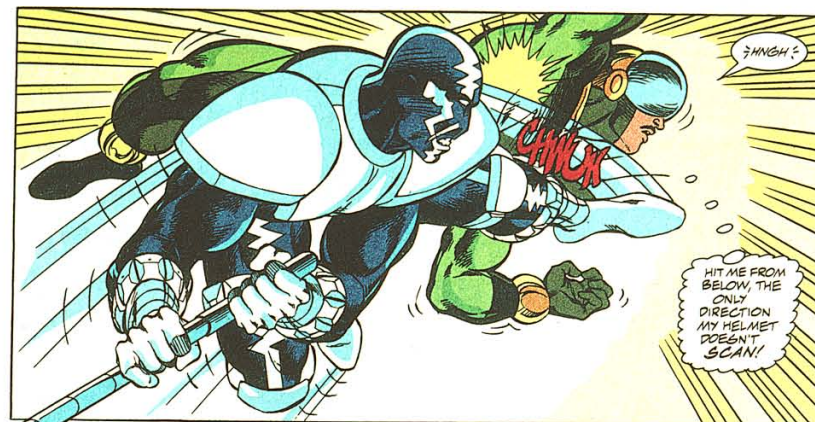
53







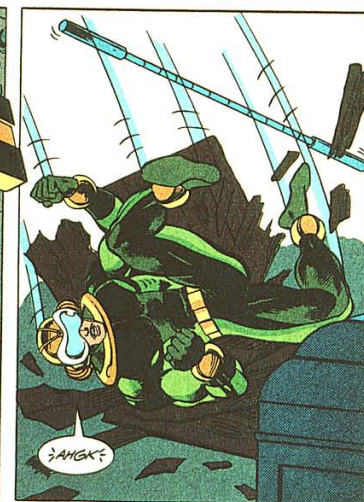
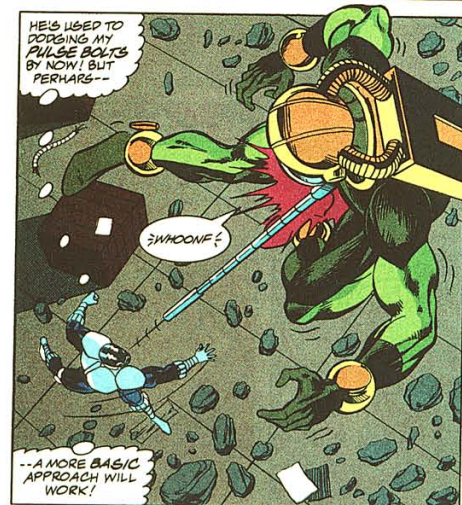
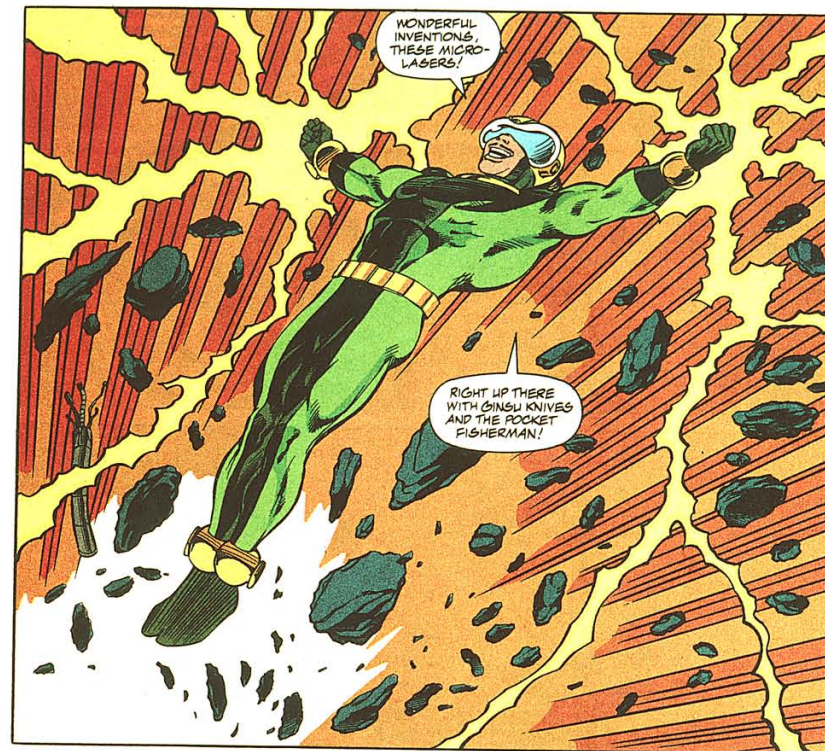
58



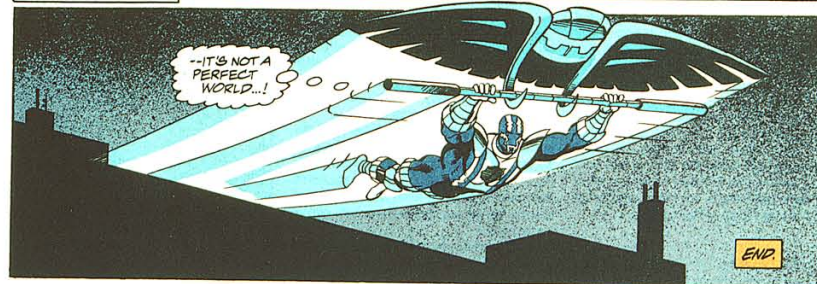
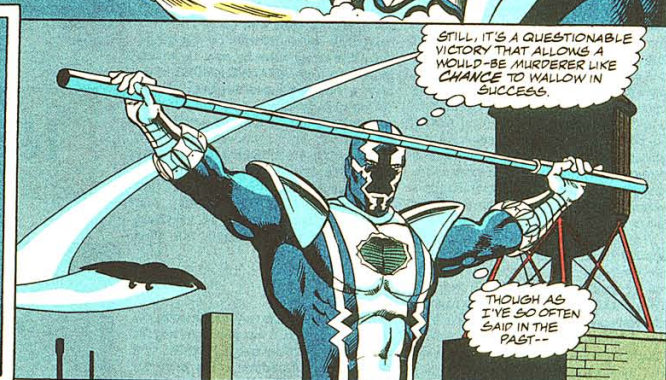
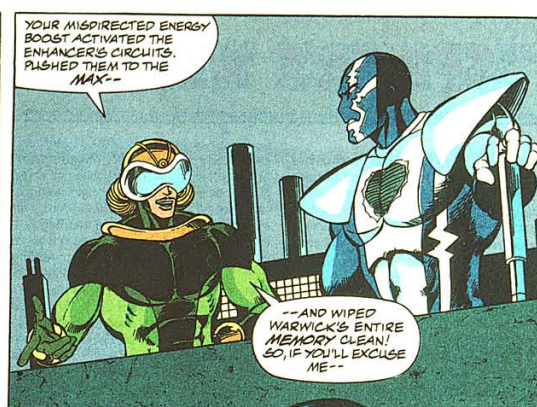
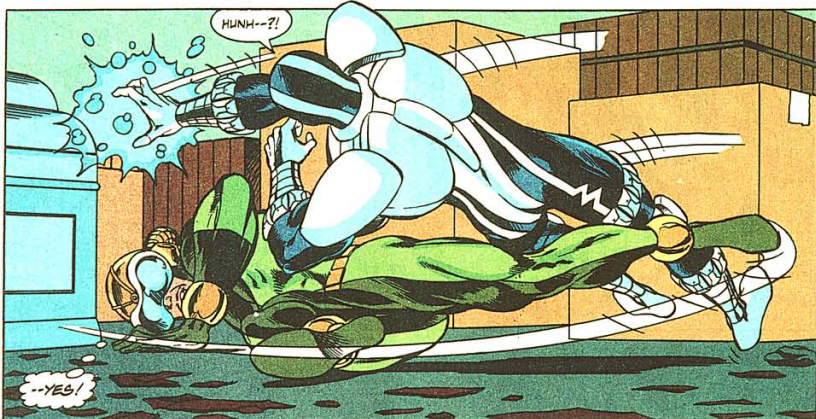
59



60



61



THE SPIDER'S WEB

% MARVEL COMICS GROUP
387 Park Avenue South
New York, New York 10016

DANNY FINGEROTH
EDITOR
MARK BERNARDO
ASSISTANT EDITOR

Attention correspondents: All letters considered for publication must include your name and address, though we will withhold that information upon request.

Dear Spider-Men,

Your book is terrific! With all the craziness of the industry and all the flood of titles around, yours is the best! I just finished issues #381 and 382 and they were both great. I'm not sure how Spidey was able to reason with Bruce inside the Hulk, but lucky for all of us, he did.

Thanks for your time.

Bart Gerardi
53 Wire Mill Road
Stamford, CT 06903

Glad you enjoyed the Spidey/Hulk saga, Bart. It's always fun when friends get together, don't you think?

Dear Danny and Mike,

The recent issues of THE AMAZING SPIDER-MAN (#s 381 and 382) starring Spidey, the Hulk, and Doc Samson were thoroughly enjoyable. A major theme of this story and many other Marvel tales concerns how society chooses to deal with advances in biotechnology. Upon hearing of the psychology radiation demonstration at a downtown research center, Bruce Banner emphatically states that anyone mucking with gamma rays is crazy. Alternatively, Spidey, who is no stranger to radioactive mishaps, declares (after spending some very quality time with Mary Jane), "I love science!" and heads for the demonstration. Hurray for the Amazing Spider-Man! Humankind's curiosity to understand our universe must not be overcome by our fears and superstitions. Although, certainly our fears must dictate a more careful approach than that taken by the overpressured scientists performing this demonstration in public without an antidote for their novel "virus."

Thanks to Marvel Comics for paying homage to the thousands of scientists and inventors who toil in the lonely recesses of dark laboratories throughout the real world. We appreciate that there are at least as many scientists/super heroes as mad scientists in the Marvel Universe. Unfortunately, if Spidey thought the pay was lousy as a super hero, wait till he gets his first post-doctoral paycheck!

Dr. David M. Rubin
Harvard Medical School
Department of Cell Biology
25 Shattuck Street
Boston, MA 02115

Guess Peter will just have to keep taking photos for the *Daily Bugle* even after he finishes grad school, eh, Doc? We really appreciate the kind words from you, and we're thrilled to know that Spidey's adventures are being enjoyed at the hallowed halls of Harvard!

Dear Web-Spinners,
How do you guys do it? I have yet to pick

up a copy of AMAZING SPIDER-MAN and be let down by a poor plot or bad artistry. Normally, I simply read the books and enjoy, but this time I felt that a letter of praise just could not go unwritten. PLEASE don't ever split up the team of Michelinie and Bagley - they do the best job I've ever seen in a comic by far, and let me tell you, I've been reading them for quite a while. As far as ASM #381 goes, it was simply terrific. Bagley rates right up there with the best of them. Not since Todd McFarlane have I seen the Hulk look so mean or Spidey look so sleek. Michelinie also knows how to press the right buttons in a story; after all that business with Carnage that Spidey has been through, it's pleasing to see him spend some "quality" time with his wife and stop to help out bullied schoolkids.

Thanks for continuing to provide me with a superlative comic that includes some of the best talent in the field today.

Michael Trillizio
21 Manchester Place
Buffalo, NY 14213

Geez, Michael, you better lay off with all the praise - it's liable to go to our creators' heads, and then they'll be positively impossible to deal with! Seriously, we think that David and Mark have done wonderful work on this series, and as you may know by now, David has moved on from AMAZING SPIDER-MAN, after a very long and successful run. Taking over for Dave is none other than J.M. DeMatteis, who was the writer of an extremely well-received run on SPECTACULAR SPIDER-MAN recently (not to mention that he's the author of FEARFUL SYMMETRY: KRAVEN'S LAST HUNT and SOUL OF THE HUNTER). And Mark Bagley is on board for the long haul, so fear not - Spidey's destiny is in great hands!

Dear Amazing,

I must admit, I was very impressed by the story in issue #383. I was wondering why Mr. Taylor (on page three) said to Ramsbot, "... If Spider-Man's freedom is the price for stopping a monster like Venom, then so be it!" Then I realized that much of the killing that Venom has committed has the ultimate goal of trying to get to Spider-Man. Although this is a very subjective point of view from a father who lost his son to Venom, and it is Spider-Man's fault in a very indirect way, this is superb character development.

The art is also extremely interesting. I am impressed by the versatility of Mr. Bagley's art shown in the many facial expressions of Mary Jane. A perfect example is the apparent baby-face on page 13 when she realizes that she can do nothing to stop Peter from risking his life again.

I get worried every time Spider-Man gets a whuppin' because he seems so grossly over-matched. How will he get out of this

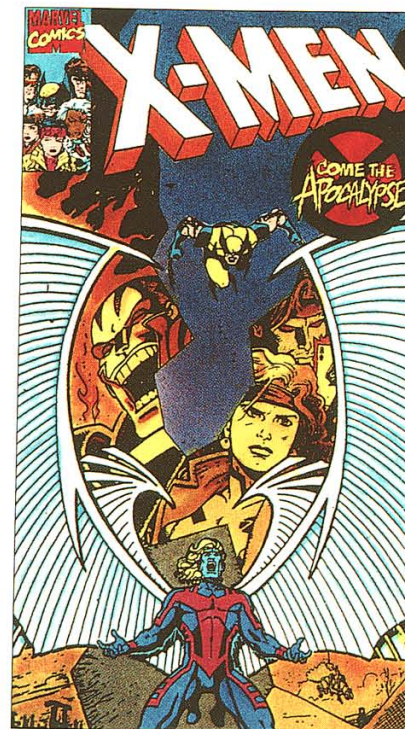
one?

Josh Kim
7 Halsay Lane
Closter, NJ 07624

Don't worry so much about Spidey, Josh; he's a lot tougher than you might think. He wouldn't have survived this long in the super hero game if he wasn't! However, things are now brewing in the Spider-books that will put our favorite wall-crawler through the toughest period of his life, and it's anyone's guess how he'll come out of it. Y'know, on second thought, maybe you'd better worry!

NEXT ISSUE: This issue leave you reeling?! Then be sure to pick up SPIDER-MAN #45, on sale very soon, which begins the awesome "Pursuit" four-part! It continues in SPECTACULAR SPIDER-MAN #211, WEB OF SPIDER-MAN #112, and finishes here next month in ASM #389, featuring the DeMatteis debut! "Pursuit" is possibly the most shocking spider-tale of all! And even that just begins the most important chapter ever in the wall-crawler's life! Don't miss a second, or you'll be kicking yourself forever!

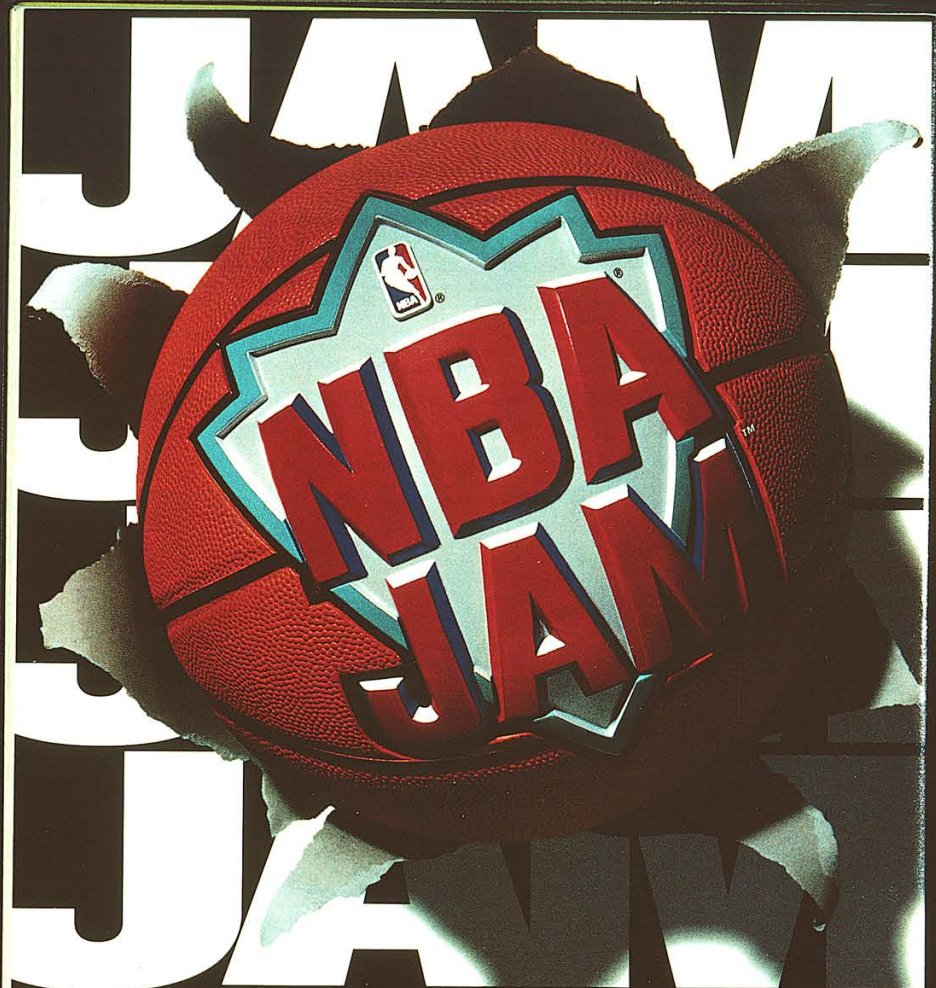
NEXT:



PolyGram Video

©1994 PolyGram Records Inc.

ADVERTISEMENT



JAM IT HOME MARCH 4TH!



SUPER NINTENDO
ENTERTAINMENT SYSTEM

GENESIS GAME GEAR

Acclaim
entertainment inc.
MIDWAY

NBA JAM © 1993. Midway® is a trademark of Midway Manufacturing Company. The NBA and NBA Team trademarks used herein are used under license from NBA Properties, Inc. All rights reserved. NBA JAM SESSION is trademarked and owned by NBA Properties, Inc. Nintendo, Super Nintendo Entertainment System and the Official Seal are registered trademarks of Nintendo of America, Inc. © 1991 Nintendo of America, Inc. Sega, Genesis and Game Gear are trademarks of Sega Enterprises, Ltd. All rights reserved. Acclaim is a division of Acclaim Entertainment, Inc. © & © 1993 Acclaim Entertainment, Inc. All rights reserved.